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-and-

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Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

LE TOTE, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-33332 (KLP)
)
) (Jointly Administered)
)

**SUMMARY OF FIRST MONTHLY
APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM AUGUST 2, 2020 THROUGH AND INCLUDING AUGUST 31, 2020**

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.stretto.com/LeTote>. The location of the Debtors' service address is 250 Vesey Street, 22nd Floor, New York, New York 10281.

Name of Applicant:

**Kirkland & Ellis LLP and
Kirkland & Ellis International LLP**

Authorized to provide professional services to:

Le Tote, Inc., *et al.*
Debtors and Debtors in Possession

Date of retention:

Order entered on September 16, 2020,
retention as of August 2, 2020

Period for which compensation and reimbursement is sought:

August 2, 2020, through August 31, 2020

Amount of compensation sought as actual, reasonable and necessary:

\$1,097,798.40 (80% of \$1,372,248.00)

Amount of expense reimbursement sought as actual, reasonable, and necessary:

\$4,362.16

Type of fee statement or application:

Monthly Fee Statement²

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of August 2, 2020* [Docket No. 346], and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, entered September 21, 2020 [Docket No. 360] (the “Interim Compensation Order”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for the

² Notice of this Monthly Fee Statement shall be served in accordance with the Interim Compensation Order (as defined herein) and objections to payment of the amounts described in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for (i) compensation in the amount of \$1,097,798.40 for the reasonable and necessary legal services K&E rendered to the Debtors for professional services from August 2, 2020 (the “Petition Date”), through and including August 31, 2020 (the “Fee Period”) (80% of \$1,372,248.00) and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$4,362.16 during the Fee Period.³

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$1,372,248.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (1,097,798.40 in the aggregate).
 - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work compensation is being sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 1,341.20 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
 - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.

³ K&E voluntarily reduced its fees by \$14,884.25 in the Fee Period. Consequently, K&E does not seek payment of these fees in this Fee Statement.

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to the United States Bankruptcy Court for the Eastern District of Virginia for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$1,102,160.56 consisting of (a) \$1,097,798.40, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$4,362.16 for actual and necessary costs and expenses, and that such fees and expense be paid as administrative expenses of the Debtors' estates.

Dated: October 22, 2020

s/ Jeremy S. Williams

KUTAK ROCK LLP

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

Brian H. Richardson (VA 92477)

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Peter.Barrett@KutakRock.com

Jeremy.Williams@KutakRock.com

Brian.Richardson@KutakRock.com

*Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

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-and-

KIRKLAND & ELLIS LLP

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David L. Eaton (admitted *pro hac vice*)

Jaimie Fedell (admitted *pro hac vice*)

300 North La Salle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: david.eaton@kirkland.com

jaimie.fedell@kirkland.com

*Co-Counsel to the Debtors
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

LE TOTE, INC., *et al.*,¹

Debtors.

)
) Chapter 11
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) Case No. 20-33332 (KLP)
)
) (Jointly Administered)
)

VERIFICATION OF STEVEN N. SERAJEDDINI, P.C.

I, Steven N. Serajeddini, P.C., hereby declare the following under penalty of perjury:

1. I am the president of Steven N. Serajeddini, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York, 10022, and a partner of Kirkland & Ellis International LLP (together with Kirkland & Ellis LLP “K&E”). I am the lead attorney from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of Illinois and the Bar of the State of New York, and I have been admitted to practice in the Northern District of Illinois. I have been admitted *pro hac vice* in the above-captioned chapter 11 cases. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by K&E as general bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.stretto.com/LeTote>. The location of the Debtors’ service address is 250 Vesey Street, 22nd Floor, New York, New York 10281.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 22, 2020

Respectfully submitted,

/s/ Steven N. Serajeddini

Steven N. Serajeddini
as President of Steven N. Serajeddini, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit A

Statement of Fees and Expenses by Subject Matter

Summary of Fees and Expenses

Matter No.	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses	Total Compensation
6	Chapter 11 Filing	111.00	\$88,874.00	\$0.00	\$88,874.00
7	Adversary Proceedings, Contested Matters	160.10	\$197,451.50	\$0.00	\$197,451.50
8	Asset Sales and Disposition	318.70	\$328,201.50	\$0.00	\$328,201.50
9	Automatic Stay Issues	0.60	\$855.00	\$0.00	\$855.00
10	U.S. Trustee Issues and Communications	10.40	\$10,247.00	\$0.00	\$10,247.00
11	Business Oper./Vendor Issues/Utilities	16.30	\$19,182.50	\$0.00	\$19,182.50
12	Case Administration	75.10	\$65,353.50	\$0.00	\$65,353.50
13	Cash Collateral/Cash Management	47.20	\$58,485.00	\$0.00	\$58,485.00
14	Claims Administration and Objections	6.20	\$5,805.00	\$0.00	\$5,805.00
15	Corporate & Governance Issues	22.90	\$25,274.00	\$0.00	\$25,274.00
16	Creditor and Stakeholder Communications	5.80	\$6,103.00	\$0.00	\$6,103.00
17	Creditor's Committee Issues	10.80	\$12,972.00	\$0.00	\$12,972.00
18	Employee Issues	24.00	\$24,230.00	\$0.00	\$24,230.00
19	Executory Contracts & Unexpired Leases	235.60	\$256,505.00	\$0.00	\$256,505.00
20	Hearings	75.50	\$87,749.50	\$0.00	\$87,749.50
22	Plan/Disclosure Statement/Confirmation	27.20	\$34,795.50	\$0.00	\$34,795.50
23	Regulatory Issues	5.50	\$5,709.50	\$0.00	\$5,709.50
24	K&E Retention & Fee Matters	113.00	\$69,688.50	\$0.00	\$69,688.50
25	Non-K&E Retention and Fee Applications	42.20	\$38,082.00	\$0.00	\$38,082.00
26	SOFA and Schedules	19.30	\$17,865.50	\$0.00	\$17,865.50
27	Tax Issues	13.80	\$18,818.50	\$0.00	\$18,818.50
29	Expenses	\$0.00	\$0.00	\$4,362.16	\$4,362.16
Totals		1,341.20	\$1,372,248.00	\$4,362.16	\$1,376,610.16

Exhibit B

Summary of Total Fees and Hours by Attorneys and Paraprofessionals

Attorneys

Attorney	Position and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Molly T. Boyd	Associate	2019	Corporate - General	740.00	13.10	\$9,694.00
Kara Eileen Cheever	Associate	2016	Litigation - General	970.00	15.60	\$15,132.00
Amanda Chen	Associate	2014	Restructuring	1,135.00	1.90	\$2,156.50
Stephanie Cohen	Associate	2018	Restructuring	845.00	102.00	\$86,190.00
Lizbeth Cordova	Associate	2020	Real Estate	745.00	16.80	\$12,432.00
Julianna Debler	Associate	2020	Corporate - General	740.00	0.40	\$296.00
Jaimie Fedell	Associate	2014	Restructuring	1,085.00	196.90	\$213,636.50
Hannah Geis	Associate	2019	Litigation - General	725.00	13.80	\$10,005.00
Amanda Gottlieb	Associate	2019	Corporate - General	845.00	43.30	\$36,588.50
Stephanie Greco	Associate	2014	Litigation - Antitrust/Competition	1,045.00	0.50	\$522.50
Luci Hague	Associate	2015	International Trade	1,085.00	0.20	\$217.00
William Halaby III	Associate	2017	Corporate - M&A/Private Equity	1,035.00	43.80	\$45,333.00
Sohil Khurana	Associate	2019	Real Estate	845.00	2.80	\$2,366.00
Kelsey Marie Laugel	Associate	2017	Litigation - Antitrust/Competition	925.00	1.00	\$925.00
Imani Lee	Associate	2017	Technology & IP Transactions	965.00	6.70	\$6,465.50
Conor P. McNamara	Associate	2018	Restructuring	845.00	82.90	\$70,050.50
Annemarie Mierzejewski	Associate	2018	Executive Compensation	845.00	2.50	\$2,112.50
Amanda M. Milhet	Associate	2017	Taxation	1,105.00	8.20	\$9,061.00
Aaron J. Newell	Associate	2013	Environmental - Transactional	1,085.00	0.80	\$868.00
Prentis Robinson	Associate	Pending	Restructuring	740.00	149.50	\$110,630.00
Jaclyn Schruhl	Associate	2017	Labor & Employment	970.00	1.20	\$1,164.00
Sindoori Sriram	Associate	2020	Corporate - General	845.00	34.60	\$29,237.00
Eric D. Tang	Associate	2019	Corporate - General	740.00	2.30	\$1,702.00
Samuel Zaretsky	Associate	2018	Real Estate	965.00	39.10	\$37,731.50
Bob Allen, P.C.	Partner	2012	Litigation - General	1,215.00	4.80	\$5,832.00
Stefan Atkinson, P.C.	Partner	2010	Litigation - General	1,275.00	7.80	\$9,945.00
Christian A. Atwood, P.C.	Partner	2002	Corporate - M&A/Private Equity	1,495.00	2.00	\$2,990.00
Mike Beinus, P.C.	Partner	1999	Taxation	1,745.00	6.00	\$10,470.00
David L. Eaton	Partner	1978	Restructuring	1,635.00	118.50	\$193,747.50
Justin C. Elliott	Partner	2011	Real Estate	1,195.00	17.80	\$21,271.00
Shellie Freedman	Partner	2013	Technology & IP Transactions	1,135.00	5.00	\$5,675.00
Susan D. Golden	Partner	1988	Restructuring	1,175.00	1.50	\$1,762.50
John Thomas Goldman	Partner	2002	Real Estate	1,195.00	18.00	\$21,510.00
Melissa Renae Grim	Partner	2006	Employee Benefits	1,245.00	3.00	\$3,735.00
Carla A.R. Hine	Partner	2005	Litigation-Antitrust/Competition	1,165.00	1.00	\$1,165.00
Katie Jakola, P.C.	Partner	2001	Litigation - General	1425.00	71.20	\$101,460.00
R.D. Kohut	Partner	2004	Labor & Employment	1,175.00	1.70	\$1,997.50
Meredith Levy	Partner	2009	Taxation	1,330.00	4.80	\$6,384.00

Attorney	Position and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rohit Nafday	Partner	2011	Executive Compensation	1,195.00	3.50	\$4,182.50
Steven N. Serajeddini, P.C.	Partner	2010	Restructuring	1,345.00	25.60	\$34,432.00
Marshall P. Shaffer	Partner	2011	Corporate - M&A/Private Equity	1,195.00	65.80	\$78,631.00
Seth Traxler, P.C.	Partner	1997	Technology & IP Transactions	1,495.00	3.10	\$4,634.50
Sara Michaelchuck Webber	Partner	2004	Environment - Transactional	1,235.00	0.20	\$247.00
Andrea Weintraub	Partner	2013	Corporate - Debt Finance	1,135.00	0.20	\$227.00
John R. Worth	Partner	2004	Litigation - General	1,220.00	97.10	\$118,462.00
Totals for Attorneys					1,238.50	\$1,333,276.50

Paraprofessionals

Paraprofessional	Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Annie McGrath	Junior Paralegal	Environmental - Transactional	275.00	2.00	\$550.00
Leo Rosenberg	Junior Paralegal	Restructuring	275.00	0.30	\$82.50
Ryan Besaw	Paralegal	Restructuring	340.00	9.00	\$3,060.00
Kimberly Love	Paralegal	Litigation - General	435.00	19.40	\$8,439.00
Laura Saal	Paralegal	Restructuring	445.00	23.70	\$10,546.50
Hayley Smith	Paralegal	Technology & IP Transactions	460.00	6.00	\$2,760.00
Gary Vogt	Paralegal	Litigation - General	445.00	1.40	\$623.00
Michael Y. Chan	Support Staff	Conflicts Analysis	265.00	22.50	\$5,962.50
Eric Nyberg	Support Staff	Conflicts Analysis	265.00	1.00	\$265.00
Elaine Santucci	Support Staff	Conflicts Analysis	395.00	7.50	\$2,962.50
Kurt J. Wunderlich	Support Staff	Litigation - Antitrust/Competition	825.00	1.90	\$1,567.50
Amy Zayed	Support Staff	Conflicts Analysis	265.00	7.70	\$2,040.50
Library IP Research	Support Staff	Administrative Mgt - Office	375.00	0.30	\$112.50
Totals for Paraprofessionals				102.70	\$38,971.50

Exhibit C

Summary of Actual and Necessary Expenses

Expense Summary

Expenses by Categories	Amount
Third Party Telephone Charges	\$38.95
Standard Copies or Prints	\$536.48
Binding	\$3.50
Tabs/Indexes/Dividers	\$13.52
Color Copies or Prints	\$95.15
Outside Messenger Services	\$106.23
Computer Database Research	\$338.08
Westlaw Research	\$2,695.84
Overtime Meals - Attorney	\$113.44
Document Services Overtime	\$420.97
Total	\$4,362.16

Exhibit D

Detailed Description of Fees, Expenses, and Disbursements

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034156
Client Matter: 47030-6

In the Matter of Chapter 11 Filing

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 88,874.00

Total legal services rendered

\$ 88,874.00

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034156

Le Tote

Matter Number:

47030-6

Chapter 11 Filing

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	9.00	340.00	3,060.00
Molly T. Boyd	7.70	740.00	5,698.00
Stephanie Cohen	16.50	845.00	13,942.50
Jaimie Fedell	18.30	1,085.00	19,855.50
Hannah Geis	1.00	725.00	725.00
Amanda Gottlieb	6.50	845.00	5,492.50
William Halaby III	2.50	1,035.00	2,587.50
Katie Jakola, P.C.	3.20	1,425.00	4,560.00
Conor P. McNamara	14.50	845.00	12,252.50
Amanda M. Milhet	2.50	1,105.00	2,762.50
Prentis Robinson	14.10	740.00	10,434.00
Laura Saal	13.00	445.00	5,785.00
Marshall P. Shaffer	0.20	1,195.00	239.00
Eric D. Tang	2.00	740.00	1,480.00
TOTALS	111.00		\$ 88,874.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	Ryan Besaw	9.00	Review, revise first day pleadings (1.8); compile first day filings (1.0); telephone conference with K&E team re case filing (.4); prepare first day orders for revisions (1.6); compile voluntary petitions (.3); assist with case filing and hearing preparations (3.9).
08/02/20	Molly T. Boyd	7.70	Review and prepare disclosure statement re filing (1.0); review and prepare store closing motion re same (1.0); review and prepare Stretto retention application re same (1.0); compile final exhibits to disclosure statement (.8); compile final exhibits to store closing motion (.6); compile final exhibits to Stretto retention application (.6); correspond with Kirkland, local counsel re filing disclosure statement, store closing motion, Stretto retention application (.5); telephone conference with S. Cohen, K&E team, J. Williams re chapter 11 filing (2.2).
08/02/20	Stephanie Cohen	14.50	Review first day pleadings (3.9); revise same re filing (3.9); prepare and file pleadings (3.9); correspond and conferences with K&E, Kutak re same (2.8).
08/02/20	Jaimie Fedell	11.50	Review, revise first day pleadings (3.5); conference with Capital One counsel re comments to first day motions (.3); review, revise cash collateral order (2.2); correspond and conference with D. Eaton, K&E, Otterbourg, Choate teams re same (2.0); prepare pleadings for filing (2.5); oversee chapter 11 filing process (1.0).
08/02/20	Amanda Gottlieb	6.50	Telephone conference with S. Cohen, K&E team re filing strategy (.2), revise taxes motion talking points (.3); review, revise and finalize taxes motion (2.2); review, revise and finalize insurance motion (1.8); telephone conference with S. Cohen, K&E team and Kutak re filing (2.0).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034156

Le Tote

Matter Number:

47030-6

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	Katie Jakola, P.C.	3.20	Draft and revise first day declarations (1.5); review and analyze first day pleadings (.4); coordinate preparation for first day hearing (.4); review and analyze materials re same (.3); correspond with K&E team re same (.3); coordinate production of documents in response to Katten requests (.3) .
08/02/20	Conor P. McNamara	14.50	Review, revise first day pleadings (3.9); prepare same for filing (3.9); correspond and conference with S. Cohen, J. Fedell, J. Williams, Kutak, and K&E teams re same (2.8); draft, revise first day presentation re first day hearing (3.9).
08/02/20	Amanda M. Milhet	2.50	Review and revise NOL Motion (.9); review, revise Taxes Motion (.3); review, revise Disclosure Statement (.6); correspond with external tax advisors re Company's tax attribute position re NOL motion (.7).
08/02/20	Prentis Robinson	11.50	Review, revise first day pleadings (3.9); conference with J. Fedell and K&E team and Kutak re filing (3.7); review, finalize first day pleadings for filing (3.9).
08/02/20	Laura Saal	13.00	Assist with first day filing (2.8); review and revise first day pleadings re global edits (2.0); review and revise agenda (1.1); review revise petitions (1.8); compile filing versions re same (1.6); telephone conference with K&E team re pleadings (.3); telephone conference with S. Cohen, K&E team and Kutak re filing (2.9); correspond with P. Robinson ad S. Cohen re petitions and first day filings (.5).
08/02/20	Marshall P. Shaffer	0.20	Correspond with K&E restructuring team re chapter 11 process and timing.
08/03/20	Stephanie Cohen	0.30	Revise first day orders (.2); correspond with Kutak, Stretto re chapter 11 filing (.1).
08/03/20	Jaimie Fedell	6.80	Review, revise cash collateral order (2.0); correspond and conference with K&E, Choate, Otterbourg, JMBM teams re same (1.5); review, revise store closing order (1.5); conferences with multiple parties re same (1.1); correspond, conference with K&E, Kutak, Stretto teams re noticing (.7).
08/03/20	Hannah Geis	1.00	Review analyze First Day Declaration.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034156

Le Tote

Matter Number:

47030-6

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/20	William Halaby III	2.50	Telephone conferences with K&E team re first day motions.
08/03/20	Prentis Robinson	0.70	Correspond with Kutak re revised first day orders.
08/03/20	Prentis Robinson	1.90	Prepare talking points re first day pleadings.
08/04/20	Stephanie Cohen	1.70	Correspondences with Stretto, J. Fedell, Kutak, BRG re first day service, notices, postfiling matters.
08/07/20	Eric D. Tang	2.00	Review and revise postpetition filings.
Total		111.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034155
Client Matter: 47030-7

In the Matter of Adversary Proceedings, Contested Matters

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 197,451.50

Total legal services rendered

\$ 197,451.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kara Eileen Cheever	4.90	970.00	4,753.00
David L. Eaton	16.40	1,635.00	26,814.00
Jaimie Fedell	3.20	1,085.00	3,472.00
Katie Jakola, P.C.	52.70	1,425.00	75,097.50
Kimberly Love	11.70	435.00	5,089.50
Conor P. McNamara	11.20	845.00	9,464.00
Gary M. Vogt	0.50	445.00	222.50
John R. Worth	59.30	1,220.00	72,346.00
Samuel Zaretsky	0.20	965.00	193.00
TOTALS	160.10		\$ 197,451.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/20	Kara Eileen Cheever	1.00	Organize and review materials for production to Katten.
08/03/20	Kimberly Love	1.50	Office conference with G. Vogt and K. Cheever re production of materials to Katten (.3); office conference with T. Anderson re K&E dropbox site (.4); prepare and produce materials re same (.8).
08/03/20	Gary M. Vogt	0.50	Telephone conference and correspond with K. Love re production matters.
08/03/20	John R. Worth	1.50	Review documents re Katten's document requests (.9); conference with K. Cheever and K. Love re same (.4); correspond with Katten re same (.2).
08/04/20	Katie Jakola, P.C.	1.00	Coordinate collection and review of information in response to Katten requests (.8); correspond with K&E team re same (.2).
08/04/20	Kimberly Love	0.50	Office conference with D. Raffle re document database (.2); review and analyze materials re case background information (.2); revise FTP dropbox (.1).
08/05/20	Katie Jakola, P.C.	1.60	Prepare for and participate in conferences with K&E team re lease issues (.6); review and analyze materials re same (.7); coordinate document collection and review (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/05/20	John R. Worth	8.80	Prepare for and attend telephone conference with K&E restructuring, real estate and litigation teams re rent payment and collateral assignment issues (1.4); correspond with K. Cheever and H. Geis re same (.6); conference with K. Jakola re same (.2); telephone conference with K&E real estate and litigation teams re analysis and strategy re same (.9); review underlying loan documentation re underlying mortgages, rent matters (3.8); telephone conference with counsel for HBC and K&E litigation and real estate teams re rent payment and collateral assignment analysis (.5); telephone conference with K&E litigation and real estate teams re same (.4); review analysis from K&E real estate team re same (.4); review analysis from K&E litigation team re same (.6).
08/07/20	Kara Eileen Cheever	0.40	Analyze issues in response to Katten diligence requests.
08/07/20	Katie Jakola, P.C.	0.50	Coordinate collection of documents and interview planning re Katten requests.
08/10/20	Katie Jakola, P.C.	2.80	Prepare for and participate in interview of R. Tondon re investigation (1.2); review and analyze materials re same (.7); prepare for and participate in conference with team re investigation and lease issues (.4); coordinate case planning and strategy (.3); correspond with team re same (.2).
08/10/20	John R. Worth	1.40	Prepare draft motion to compel payment of rent by HBC.
08/10/20	John R. Worth	0.60	Correspond with K. Jakola re case strategy and logistics (.3); conference with S. Atkinson re same (.3).
08/10/20	John R. Worth	6.30	Prepare for and attend telephonic interview of R. Tondon by Katten investigation team (1.5); prepare and circulate summary of same to K&E team (2.0); prepare and circulate summary of telephonic interview of E. Kremer by Katten investigation team to K&E team (2.8).
08/11/20	Kara Eileen Cheever	0.20	Analyze diligence requests from Katten.

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Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/20	Katie Jakola, P.C.	1.60	Prepare for and participate in conference with Company re investigation status, case planning and next steps (.5); coordinate collection of materials in response to Katten requests (.4); review and analyze materials re same (.3); correspond with K&E team re same (.4).
08/12/20	Katie Jakola, P.C.	4.90	Prepare for and participate in witness interviews (3.5); review and analyze materials re same (.6); prepare for and participate in conference with Company re case status, investigation, and next steps (.8).
08/12/20	Kimberly Love	0.30	Review materials re case background information re Katten investigation.
08/12/20	John R. Worth	7.40	Prepare for and attend telephonic interview of D. Mickelson by Katten investigation team (2.0); prepare for and attend telephonic interview of B. Northart by Katten investigation team (2.0); prepare and circulate summaries of D. Mickelson and B. Northart investigation interviews to K&E team (3.4).
08/13/20	Kara Eileen Cheever	0.60	Analyze issues re Katten requests.
08/13/20	Katie Jakola, P.C.	1.30	Prepare for and participate in witness interview (1.0); review and analyze materials re same (.3).
08/13/20	Kimberly Love	0.30	Review materials re case background information re R. Tondon follow-up interview by Katten (.1); prepare and organize materials re Katten investigation (.2).
08/13/20	John R. Worth	3.50	Attend telephonic interview of R. Tondon by Katten investigation team (1.2); prepare and circulate summary of same to K&E team (1.8); review additional documents requested by Katten investigation team and conference with K. Cheever re production of same (.5).
08/17/20	David L. Eaton	0.40	Telephone conference with T. Foundry re special committee investigation matters.
08/17/20	John R. Worth	0.40	Coordinate with K&E teams re CMBS debt strategy and conference.
08/18/20	Jaimie Fedell	0.70	Review, analyze protective order (.4); correspond with K&E team re same (.3).

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Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/20	Katie Jakola, P.C.	3.40	Prepare for and participate in interviews with management team (1.0); coordinate response to information requests re same (.6); conferences and correspondence with K&E team re rent payment issues (.4); review and analyze materials re same (.6); prepare for and participate in conference with Company re case status and discovery issues (.5); review and analyze proposed protective order (.3).
08/18/20	John R. Worth	0.50	Prepare for and attend telephone conference with K&E team and counsel for HBC re rent matters.
08/18/20	John R. Worth	0.80	Attend investigation team's interview of D. Macdougall (.4); prepare and circulate summary of same to K&E team (.4).
08/19/20	Kara Eileen Cheever	0.50	Telephone conference with Katten re investigations.
08/19/20	David L. Eaton	0.40	Review committee and Katten protective orders.
08/19/20	Jaimie Fedell	1.00	Conference with K&E, Katten, Cooley team re investigation.
08/19/20	Katie Jakola, P.C.	5.50	Prepare for and participate in conferences with HBC and CMBS counsel re rent issues (1.2); review and analyze materials re same (.7); prepare for and participate in conference with Katten team and Committee re investigation issues (.5); prepare for and participate in conferences with Company and K&E team re discovery issues and information-gathering (.8); prepare for and participate in conferences with team re rent issues (.5); correspond with K&E team re same (.3); prepare for and participate in conference with Katten team re investigation and case status (.7); review and analyze protective order (.6); correspond with Katten team re same (.2).
08/19/20	Kimberly Love	0.30	Review materials re case background information re R. Wehrle interview.
08/19/20	John R. Worth	1.10	Attend telephone conference with counsel for HBC re HBC's rent payment obligation (.6); communicate with K&E restructuring and litigation teams re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/19/20	John R. Worth	4.80	Attend telephonic interview of R. Wehrle by Katten investigation team (2.1); prepare and circulate summary of same to K&E team (1.7); review and revise draft protective order prepared by Katten and send redline of same to K. Jakola (1.0).
08/20/20	David L. Eaton	2.30	Review objection to second day motion (2.0); telephone conference with J. Fedell re same (.3).
08/20/20	Katie Jakola, P.C.	0.90	Correspond with K&E team re CMBS objection (.2); review and analyze materials re same and related issues (.7).
08/20/20	John R. Worth	2.00	Review objection of Wilmington Trust re bidding procedures order (1.7); coordinate conference with J. Fedell and K. Jakola re same (.3).
08/21/20	David L. Eaton	0.20	Review Committee and Katten protected order revisions.
08/21/20	Jaimie Fedell	0.50	Correspond and conference with Company, Kutak team re lift stay stipulation.
08/21/20	Katie Jakola, P.C.	4.20	Prepare for and participate in conferences with K&E team re CMBS objection and related issues (1.3); review and analyze materials re same (1.5); coordinate information gathering in response to Katten requests (.7); correspond with K&E team re same (.5); correspond with CMBS and K&E team re objection (.2).
08/21/20	Kimberly Love	1.50	Revise and update index of materials re Katten investigation.
08/21/20	Conor P. McNamara	1.60	Research analyze issues re various objections (1.1); review, revise final orders re same (.5).
08/21/20	John R. Worth	0.70	Attend telephone conference with K&E team to discuss rent payment obligation and strategy re same.
08/22/20	Samuel Zaretsky	0.20	Review correspondence re conference with Katten re non-real estate matters.
08/23/20	David L. Eaton	1.70	Telephone conferences with E. Kremer, M. Van Den Berg, S. Serajeddini, J. Fedell, K. Jakola re HBC lease contested matters (1.0); telephone conference with K. Jakola, S. Serajeddini, J. Worth, J. Fedell re lease litigation matters (.7).

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Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/20	Katie Jakola, P.C.	2.90	Prepare for and participate in conference with K&E team re rent payment issues (.5); review and analyze pleadings and other materials re same (1.5); correspond with K&E team re same (.4); coordinate legal research re same (.2); correspond with K&E team re strategy and planning re same (.3).
08/23/20	Kimberly Love	3.50	Review and organize materials re recently filed objections and exhibits.
08/23/20	Conor P. McNamara	0.50	Research, analyze precedent re store closing reply.
08/23/20	John R. Worth	3.10	Attend telephone conference with K&E litigation and restructuring teams re strategy for addressing the CMBS trust's objection and the related HBC rent payment obligations (.5); review objection by the CMBS trust re rent payment issues in preparation for call with counsel for the CMBS Trust (1.8); review caselaw re same (.8).
08/23/20	John R. Worth	0.60	Coordinate with K&E team, A&M, and Katten investigation team re scheduling investigation interviews.
08/24/20	Kara Eileen Cheever	0.40	Research re rent obligations.
08/24/20	Kara Eileen Cheever	0.60	Correspond re issues re rent obligations.
08/24/20	David L. Eaton	3.00	Review objections to 2nd day motions (1.1); telephone conference with K. Jakola, J. Worth, J. Fedell re CMBS and lease issues preparation and strategy (1.0); telephone conference with S. Serajeddini re same (.2); telephone conference with N. De Lancie, R. Kaplan re same (.7).
08/24/20	Katie Jakola, P.C.	4.50	Prepare for and participate in multiple conferences with K&E team and stakeholders re rent payment issues (1.0); review and analyze pleadings re same (.9); prepare for and participate in conference with Katten team re same (1.0); review and analyze case law results and work product re same (.9); correspond with K&E team and stakeholders re same (.7).

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Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/20	Kimberly Love	3.80	Finalize the preparation of materials regarding Wilmington Trust Objection (.4); review and analyze recently filed materials regarding Wilmington Trust Objection for inclusion into case files and future attorney use (3.4).
08/24/20	Conor P. McNamara	4.70	Draft, revise store closing reply to objection.
08/24/20	John R. Worth	1.50	Prepare for and attend telephone conference with K&E team re strategy for resolving rent payment and CMBS objection issue in advance of call with counsel for the Trust (.9); telephone conference with counsel for the CMBS Trust re rent payment issue (.6).
08/24/20	John R. Worth	1.60	Prepare for and attend telephone conference with K&E team and Katten investigation team re HBC's rent payment obligation and CMBS Trust issues (1.2); conference with K. Cheever re same (.4).
08/25/20	David L. Eaton	2.70	Review, revise 365 order (.4); revise reply memorandum for 365(d)(3) motion (1.1); telephone conference with K. Jakola, N. De Lancie, J. Fedell re CMBS Trust Objection and revised Orders and litigation scheduling (.8); telephone conference with K. Jakola, J. Worth re CMBS Trust Objection and scheduling (.4).
08/25/20	Jaimie Fedell	0.30	Correspond with K&E team re litigation hold.
08/25/20	Katie Jakola, P.C.	5.20	Prepare for and participate in conference re TSA issues (1.5); prepare for and participate in conference with Katten team re investigation issues (.5); coordinate information-gathering re same (.6); prepare for and participate in conference re rent payment issues and related issues (.7); review and analyze materials re same (.4); draft and edit proposed order on scheduling issues (1.2); correspond with K&E team and other stakeholders re same (.3).
08/25/20	Conor P. McNamara	1.60	Review, revise store closing reply re consultant comments.

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Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/25/20	John R. Worth	2.50	Revise order extending time for performance of obligations under unexpired leases and prepare draft cover letter to counsel for Trust re same (.9); conference with K. Jakola re same (.3); prepare for and attend telephone conference with K&E team and counsel for CMBS Trust re draft 365(d) order (1.0); review response of Trust to HBC limited objection to same (.3).
08/25/20	John R. Worth	1.20	Prepare for and attend telephone conference with Katten and BRG re asset purchase agreement pricing (.3); coordinate with A&M re same (.3); attend telephone conference with D. Feigenbaum, counsel for A&M, and K. Jakola re Katten investigation team's request for interview (.6).
08/26/20	David L. Eaton	4.90	Review motions, objections and revised Orders in preparation for hearing on August 27 (4.2); telephone conference with S. Cohen re reply memorandums (.4); telephone conference with J. Fedell re Reply memorandums (.3).
08/26/20	Jaimie Fedell	0.70	Coordinate filing of second day replies.
08/26/20	Katie Jakola, P.C.	5.20	Prepare for hearing on rent payment issues (.9); review and analyze materials re same (1.2); prepare for and participate in conferences with Willkie, Trust and K&E teams re same (1.4); correspond with K&E team re same (.5); correspond re investigation information requests and related issues (.3); review and analyze materials re same (.2); draft and revise protective order (.5); correspond re same (.2).
08/26/20	Conor P. McNamara	2.80	Review, revise store closing reply (2.2); coordinate filing of same (.6).
08/26/20	John R. Worth	4.20	Prepare for and attend telephone conference with K&E restructuring and litigation attorneys and attorneys for HBC (1.0); telephone conference with K&E team re preparation and strategy for second day hearing (1.0); review and edit draft protective order (.5); confer with K. Jakola and T. Foudy re same (.2); review objections re second day hearing (.8); review filings re same (.7).
08/27/20	Kara Eileen Cheever	0.60	Revise protective order.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/20	David L. Eaton	0.10	Correspond with K. Jakola re scheduling order.
08/27/20	Katie Jakola, P.C.	1.70	Prepare draft scheduling order and related issues (.3); correspond with stakeholders re same (.2); prepare for and participate in conference with K&E team re same (.3); review and analyze materials re same (.4); correspond re information requests (.5).
08/27/20	John R. Worth	1.00	Prepare draft stipulated scheduling order re briefing schedule for CMBS's standingt.
08/27/20	John R. Worth	0.70	Review revised draft protective order and coordinate with K&E team and Katten re filing same.
08/27/20	John R. Worth	0.40	Coordinate with A&M, Katten and K&E team re investigation call scheduling.
08/28/20	Kara Eileen Cheever	0.60	Revise protective order.
08/28/20	David L. Eaton	0.40	Review, revise 365(d)(3) scheduling order.
08/28/20	Katie Jakola, P.C.	3.60	Draft and edit proposed scheduling order re lease standing issues (1.0); correspond with Trust, HBC counsel, and K&E team re same (.7); review and analyze materials re same (.6); respond to requests for information re investigation (.6); review and analyze materials re same (.7).
08/28/20	John R. Worth	0.80	Review and revise draft protective order (.5); correspond with K&E team re same (.3).
08/31/20	David L. Eaton	0.30	Review, comment on Lease litigation stipulation.
08/31/20	Katie Jakola, P.C.	1.90	Draft and edit proposed scheduling order (.8); correspond with K&E team and relevant parties re same and related issues (.5); correspond with Katten team and Company re investigation issues (.3); gather information for same (.2); correspond with K&E team re same (.1).
08/31/20	John R. Worth	0.70	Review amendments to 2015 Master Lease (.5); conference with K&E team re request for production of same by counsel for the CMBS Trust (.2).
08/31/20	John R. Worth	0.50	Correspond with local counsel re protocol for entry of agreed protective order.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/20	John R. Worth	0.70	Coordinate with A&M and Katten investigation team re investigation call scheduling.
Total		160.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034154
Client Matter: 47030-8

In the Matter of Asset Sales and Disposition

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 328,201.50

Total legal services rendered

\$ 328,201.50

Legal Services for the Period Ending August 31, 2020

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Asset Sales and Disposition

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	4.80	1,215.00	5,832.00
Stefan Atkinson, P.C.	6.00	1,275.00	7,650.00
Christian A. Atwood, P.C.	2.00	1,495.00	2,990.00
Mike Beinus, P.C.	1.40	1,745.00	2,443.00
Amanda Chen	1.90	1,135.00	2,156.50
Stephanie Cohen	0.90	845.00	760.50
Lizbeth Cordova	2.20	740.00	1,628.00
David L. Eaton	18.10	1,635.00	29,593.50
Justin C. Elliott	3.30	1,195.00	3,943.50
Jaimie Fedell	25.00	1,085.00	27,125.00
Shellie Freedman	5.00	1,135.00	5,675.00
John Thomas Goldman	6.00	1,195.00	7,170.00
Amanda Gottlieb	26.80	845.00	22,646.00
Melissa Renae Grim	3.00	1,245.00	3,735.00
William Halaby III	37.00	1,035.00	38,295.00
R.D. Kohut	1.70	1,175.00	1,997.50
Kelsey Marie Laugel	1.00	925.00	925.00
Imani Lee	6.70	965.00	6,465.50
Meredith Levy	0.50	1,330.00	665.00
Library IP Research	0.30	375.00	112.50
Annie McGrath	2.00	275.00	550.00
Conor P. McNamara	21.20	845.00	17,914.00
Annemarie Mierzejewski	0.50	845.00	422.50
Amanda M. Milhet	2.90	1,105.00	3,204.50
Prentis Robinson	27.50	740.00	20,350.00
Jaclyn Schruhl	1.20	970.00	1,164.00
Marshall P. Shaffer	53.40	1,195.00	63,813.00
Hayley Smith	6.00	460.00	2,760.00
Sindoori Sriram	34.60	845.00	29,237.00
Seth Traxler, P.C.	3.10	1,495.00	4,634.50
Sara Michaelchuck Webber	0.20	1,235.00	247.00
Andrea Weintraub	0.20	1,135.00	227.00

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Asset Sales and Disposition

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Samuel Zaretsky	12.30	965.00	11,869.50
TOTALS	318.70		\$ 328,201.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	Shellie Freedman	0.40	Analyze personal information matters and privacy ombudsman declaration.
08/02/20	Imani Lee	1.00	Review and revise bid procedure motion.
08/02/20	Prentis Robinson	4.40	Review, revise bidding procedures (1.9); correspond with K&E team re same (2.5).
08/02/20	Seth Traxler, P.C.	0.50	Draft IP aspects of bid procedures motion.
08/03/20	David L. Eaton	0.30	Review L&T asset indication of interest correspondence.
08/03/20	Jaimie Fedell	2.00	Review, analyze letter of interest (.5); correspond and conference with K&E, Company, BRG teams re same (1.5).
08/03/20	Shellie Freedman	0.40	Review letter of interest (.2); analyze TSA (.2).
08/03/20	Amanda Gottlieb	0.30	Review correspondence and correspond re letter of interest (.1); review confidential letter of interest (.1); correspond with B. Halaby re same (.1).
08/03/20	William Halaby III	1.00	Telephone conference with K&E team re bid.
08/03/20	Imani Lee	0.50	Correspond with K&E team re proposed transaction.
08/03/20	Conor P. McNamara	1.30	Review, revise store closing order re J. Fedell comments (.3); review, revise same re B. Gage comments (.7); correspond with B. Gage re same (.1); correspond and conference with I. Winters re store closing order (.2).
08/03/20	Marshall P. Shaffer	1.00	Telephone conference with K&E team re letter of interest (.5); review re same (.5).
08/04/20	Lizbeth Cordova	2.20	Review and research state law on lien vs. title theory.
08/04/20	David L. Eaton	0.60	Review L&T indication of interest and related comments.
08/04/20	David L. Eaton	1.30	Telephone conference with N. de Lancie re Wilmington Trust reservation of rights and store closing order (.8); telephone conferences with J. Fedell re store closing order (.5).
08/04/20	Shellie Freedman	0.20	Analyze sale process documentation.
08/04/20	Amanda Gottlieb	0.10	Correspond with K&E team re documents in data room re confidential matter.

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Asset Sales and Disposition

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	William Halaby III	1.00	Review correspondence, correspond and locate documents in data room re confidential matter.
08/04/20	Conor P. McNamara	3.00	Review, revise store closing order (1.0); review, revise same re B. Gage comments (1.0); correspond with B. Gage re same (.1); correspond and conference with I. Winters re store closing order (.2); review, revise same re I. Winters comments (.5); correspond and conference with J. Fedell re store closing order (.2).
08/04/20	Marshall P. Shaffer	1.00	Telephone conference with Company and K&E team re confidential matter (.7); correspond with confidential party re asset purchase agreement (.3).
08/05/20	Mike Beinus, P.C.	0.50	Review re letter of interest (.3); analyze re same (.2).
08/05/20	David L. Eaton	1.10	Telephone conference with Company, K&E, Nfluence, BRG teams re 363 sale strategy.
08/05/20	David L. Eaton	2.10	Telephone conference with Company, S. Serajeddini re asset sales strategy and lease issues (.9); telephone conference with G. Moon, Company re 363 status and strategy (1.2).
08/05/20	Jaimie Fedell	0.90	Conference with Company, D. Eaton, S. Serajeddini, Nfluence, BRG teams re letter of interest.
08/05/20	Amanda Gottlieb	0.50	Review correspondence and correspond re confidential matters (.2); review details of bids received (.3).
08/05/20	William Halaby III	1.50	Telephone conference with K&E team re revised bid (.9); revise NDA for IOI discussion with CMBS (.6).
08/05/20	Meredith Levy	0.50	Review and analyze re indication of interest.
08/06/20	David L. Eaton	0.40	Telephone conference with Company Berg re 363 asset sale issues.
08/06/20	David L. Eaton	1.00	Telephone conference with Company, BRG re lease issues, asset sale matters (.8); telephone conference with M. Kahn re same (.2).
08/06/20	Amanda Gottlieb	0.10	Review correspondence and correspond re confidential matter.

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Asset Sales and Disposition

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/20	William Halaby III	1.50	Telephone conference with executive team re asset sales (.8); telephone conference with Board re asset sales (.7).
08/06/20	Marshall P. Shaffer	0.10	Correspond with D. Eaton re bidding, asset matters.
08/06/20	Hayley Smith	3.00	Analyze IP due diligence (1.2); draft schedules re same (1.8).
08/07/20	David L. Eaton	0.60	Telephone conference with Company, K&E team re asset sale status.
08/07/20	William Halaby III	2.00	Review and revise NDA (1.5); respond to various correspondence re same (.5).
08/07/20	Library IP Research	0.30	Locate various Chinese trademarks.
08/07/20	Marshall P. Shaffer	1.00	Telephone conference with Company, K&E team re transaction process (.6); correspond with K&E team re asset sale inclusions (.4).
08/10/20	David L. Eaton	0.30	Telephone conference with Company re asset sale update.
08/10/20	David L. Eaton	0.30	Telephone conference with M. Kahn re 363 update and strategy.
08/10/20	Shellie Freedman	0.20	Analyze TSA matters in connection with asset sale.
08/10/20	Amanda M. Milhet	0.80	Prepare for telephone conference re asset sale status.
08/10/20	Prentis Robinson	1.50	Research re bidding procedures motion (1.1); prepare correspondence re same (.4).
08/10/20	Marshall P. Shaffer	0.50	Correspond with K&E team re TSA workstreams.
08/10/20	Seth Traxler, P.C.	0.20	Analyze matters re sale process.
08/11/20	David L. Eaton	2.00	Review letter of interest (.4); telephone conferences with Company re sale strategy (.5); review correspondence re same (1.1).
08/11/20	Jaimie Fedell	0.50	Telephone conference with K&E team, Company, independent directors re sale process.
08/11/20	Shellie Freedman	0.20	Analyze bid updates.
08/11/20	Amanda Gottlieb	0.10	Correspond with K&E team re sale process.
08/11/20	William Halaby III	1.00	Review and revise potential bidder NDA (.5); telephone conference with potential bidder re bid (.5).
08/11/20	Prentis Robinson	1.40	Research re bidding procedures precedent (1.1); prepare correspondence re same (.3).

Asset Sales and Disposition

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/20	Marshall P. Shaffer	3.00	Telephone conference with Company re asset sales process (.3); review potential bidder markup (1.3); correspond with K&E team re same (.4); telephone conference with Company re same (.2); research re potential bidder (.8).
08/11/20	Samuel Zaretsky	5.00	Correspond with L. Cordova re bankruptcy-related matters (2.0); prepare real property review action items, form of real property review chart and matters re same (3.0).
08/12/20	Christian A. Atwood, P.C.	1.00	Telephone conference with prospective buyer (.4); coordinate diligence re same (.2); review potential buyer revision of asset purchase agreement (.4).
08/12/20	David L. Eaton	1.60	Review correspondence re L&T bid (.2); telephone conference with Company re Lord & Taylor sale issues (.2); telephone conference with P. Corrie re Lord & Taylor sale issues (.3); telephone conference with M. Kahn re Lord & Taylor sale issues (.3); telephone conference with M. Shaffer re Lord & Taylor sale strategy (.2); telephone conference with J. Fedell re sale strategy (.3); review lender invoice (.1).
08/12/20	Justin C. Elliott	0.80	Review and comment on asset purchase agreement (.5); correspond with K&E team re restructuring relating open items (.3).
08/12/20	Jaimie Fedell	0.80	Review, analyze asset purchase agreement revision (.5); conference with K&E team re same (.3).
08/12/20	Shellie Freedman	0.60	Analyze transaction matters.
08/12/20	Amanda Gottlieb	1.80	Draft and revise shell disclosure schedules for Le Tote asset purchase agreement.
08/12/20	Melissa Renae Grim	0.70	Review purchase agreement (.3); draft issues list re same (.4).
08/12/20	William Halaby III	1.50	Review and revise disclosure schedules (.5); Review and revise purchase agreement (1.0).
08/12/20	R.D. Kohut	0.50	Review and revise APA (.3); telephone conference with J. Schruhl re same (.2).
08/12/20	Jaclyn Schruhl	1.20	Review and revise asset purchase agreement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/12/20	Marshall P. Shaffer	3.00	Telephone conference with potential bidder (.3); research re same (.7); telephone conference with K&E team re same (.3); correspond re agenda for potential bidder call (.3); correspond with M. Gallo re bidder research (.4); attend to Hart-Scott-Rodino questions (.2); review shell disclosure schedules (.2); review of asset purchase agreement markup (.6).
08/12/20	Sindoori Sriram	0.50	Telephone conference with B. Tang re Le Tote transaction (.3); correspond with K&E team re same (.2).
08/12/20	Sindoori Sriram	2.00	Draft and revise signing and closing checklist.
08/12/20	Seth Traxler, P.C.	0.70	Analyze issues re sale process.
08/12/20	Andrea Weintraub	0.20	Review purchase agreement re financing provisions.
08/12/20	Samuel Zaretsky	2.50	Review and analyze draft of asset purchase agreement (1.3); prepare draft correspondence re findings (1.2).
08/13/20	Christian A. Atwood, P.C.	0.50	Conference with M. Shaffer re prospective buyer and bid status (.2); coordinate diligence of prospective buyer (.3).
08/13/20	David L. Eaton	1.40	Telephone conference with M. Shaffer re sale status issues (.3); conference with S. Serajeddini re sale issues and strategy, plan reviews and timing, Board meeting preparation (.5); telephone conference with M. Kahn re sale strategy and issue (.2); review sale status report (.4).
08/13/20	Justin C. Elliott	1.40	Review and comment on asset purchase agreement (.7); telephone conference with J. Goldman and S. Zaretsky re asset purchase agreement (.5); correspond re same (.2).
08/13/20	Shellie Freedman	0.80	Analyze IP schedules (.4); analyze IP assignment (.4).
08/13/20	John Thomas Goldman	4.00	Review and conference with K&E team re draft asset purchase agreement (2.0); correspond and telephone conferences with K&E team re lease and bankruptcy related issues (2.0).
08/13/20	Amanda Gottlieb	0.80	Revise shell disclosure schedules (.5); correspond with K&E team re sale process (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/20	William Halaby III	1.00	Telephone conference with Company re sale matters.
08/13/20	William Halaby III	4.70	Attend board telephone conference (1.0) ; Telephone conference with Company (1.0); respond to various correspondence re asset sale matters (.8); review and revise asset purchase agreement (1.2); correspond with K&E team re Hart-Scott-Rodino filing requirements (.7).
08/13/20	Imani Lee	0.50	Review revised purchase agreement.
08/13/20	Annie McGrath	2.00	Review domain names for IP disclosure schedule.
08/13/20	Prentis Robinson	1.00	Review, revise bidding procedures order.
08/13/20	Marshall P. Shaffer	2.50	Telephone conferences with Company, K&E team re bidding matters (.6); research on prospective bidder (.8); correspond re timing of markups (.3); correspond with K&E team re HSR workstreams and diligence questions (.3); telephone conferences with Company re asset purchase (.3); correspond with K&E team re asset purchase agreement markup (.2).
08/13/20	Marshall P. Shaffer	1.00	Attend weekly standing telephone conference with K&E team (.4); attend weekly standing Board telephone conference (.6).
08/13/20	Hayley Smith	3.00	Analyze IP due diligence (1.4); draft IP schedules (1.1); conference with K&E team re same (.5).
08/13/20	Sindoori Sriram	0.60	Correspond with A. Gottlieb, W. Halaby, I. Lee, S. Freedman and J. Fedell re sale process.
08/13/20	Sindoori Sriram	3.30	Draft and revise escrow agreement.
08/13/20	Sindoori Sriram	3.00	Draft and revise signing and closing checklist.
08/13/20	Sara Michaelchuck Webber	0.20	Review APA issues re environmental matters
08/13/20	Samuel Zaretsky	3.50	Review and analyze responses to questions re potential bidder draft asset purchase agreement (1.5); telephone conference with J. Elliott, J. Goldman and L. Cordova re same (.5); prepare K&E real estate comments to potential bidder draft of asset purchase agreement (1.0); incorporate comments re same (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/20	Mike Beinus, P.C.	0.90	Review asset purchase agreement (.6); analyze re same (.3).
08/14/20	David L. Eaton	0.20	Telephone conference with W. Halady re APA issues.
08/14/20	Justin C. Elliott	0.80	Telephone conference with J. Fedell and S. Zaretsky re asset purchase agreement (.3); correspond with same re strategy re litigation, restructuring, and asset purchase agreement (.5).
08/14/20	John Thomas Goldman	2.00	Correspond and conference re asset purchase agreement bid and related restructuring and real estate issues.
08/14/20	Amanda Gottlieb	3.20	Correspond with K&E team re Le Tote signing (.5); review and revise signing checklist (1.0); draft and revise bill of sale (1.7).
08/14/20	Melissa Renae Grim	1.00	Revise purchase agreement (.8); telephone conference with Company re same (.2).
08/14/20	William Halaby III	4.70	Telephone conference re Hart-Scott-Rodino issues in APA (.5); review and revise bill of sale (.7); review and revise escrow agreement (1.3); review and revise assignment and assumption agreement (.7); review and revise purchase agreement (1.0); respond to various correspondence (.5).
08/14/20	R.D. Kohut	1.00	Review APA issues (.3); telephone conference with Company re same (.3); telephone conference with K&E corporate re same (.4).
08/14/20	Imani Lee	0.30	Review and revise asset purchase agreement.
08/14/20	Annemarie Mierzejewski	0.50	Prepare and participate in telephone conference with Company re asset purchase agreement and employee matters.
08/14/20	Prentis Robinson	1.90	Review, revise bidding procedures (1.1); research precedent re same (.8).
08/14/20	Marshall P. Shaffer	2.00	Correspond with K&E team re asset purchase agreement revisions (.4); revise asset purchase agreement (1.6).
08/14/20	Sindoori Sriram	2.00	Draft and revise assignment and assumption agreement (1.7); correspond with W. Halaby re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/20	Sindoori Sriram	2.50	Draft and revise escrow agreement (2.3); correspond with W. Halaby and A. Gottlieb re same (.2).
08/14/20	Seth Traxler, P.C.	1.20	Attend to issues re sale.
08/14/20	Samuel Zaretsky	0.80	Telephone conference with J. Fedell and J. Elliott re potential bidder strategy re asset purchase agreement (.5); telephone conference with J. Goldman re same (.3).
08/15/20	Shellie Freedman	0.60	Analyze purchase agreement and transaction documents.
08/15/20	Amanda Gottlieb	0.30	Correspond with K&E team re Le Tote sale process.
08/15/20	Imani Lee	2.00	Draft and revise IP assignment agreement.
08/15/20	Conor P. McNamara	1.80	Review, revise store closing order.
08/15/20	Sindoori Sriram	3.00	Draft and revise escrow agreement (.4); draft and revise assignment and assumption agreement (.8); correspond with W. Halaby (.2); correspond with K&E team re escrow agreement and assignment agreement (1.3); correspond with J. Fedell (.3).
08/16/20	Amanda Gottlieb	0.30	Correspond with K&E team re Le Tote sale process (.1); review and revise bill of sale (.2).
08/16/20	William Halaby III	1.30	Review and revise asset purchase agreement (1.0); correspond with K&E team re appropriate drop dead date (.3).
08/16/20	Imani Lee	0.70	Review and revise IP assignment agreement.
08/16/20	Conor P. McNamara	1.10	Review, revise store closing order.
08/16/20	Prentis Robinson	1.60	Review, revise bidding procedures (1.4); correspond with J. Fedell re same (.2).
08/16/20	Marshall P. Shaffer	0.50	Revise asset purchase agreement (.4); correspond with Deloitte reprocess (.1).
08/16/20	Sindoori Sriram	2.00	Correspond with K&E team re sale process (.6); correspond with Company re same (.4); revise checklist (1.0).
08/17/20	Jaimie Fedell	1.30	Review, revise ancillary asset purchase agreement documents (.3); correspond with K&E team re sale process (.4); review, revise bid procedures order (.6).
08/17/20	Shellie Freedman	0.80	Review and revise IP assignment agreement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/20	Amanda Gottlieb	3.00	Correspond with K&E team re Le Tote sale process (.6); telephone conference with B. Halaby re escrow agreement (.2); telephone conference with Citi re escrow agreement (.2); telephone conference with Company re disclosure schedules (.8); telephone conference with B. Halaby re same (.1); review and revise same (1.1).
08/17/20	William Halaby III	2.50	Telephone conference with escrow agent re next steps (.5); telephone conference with Company re disclosure schedules (1.0); telephone conference with potential bidder re trade secret litigation (.5); review and revise ancillary documents (.5).
08/17/20	Conor P. McNamara	3.00	Review, revise store closing order (1.0); research, analyze issues re same (.4); correspond and conference with B. Gage re same (.3); correspond with J. Fedell re same (.4); review, revise purchase agreement language (.9).
08/17/20	Prentis Robinson	2.50	Review, revise bidding procedures (1.7); research precedent re same (.5); correspond with J. Fedell and C. McNamara re same (.3).
08/17/20	Marshall P. Shaffer	4.50	Telephone conference with Company re disclosure schedules (.4); telephone conference with potential bidder and Company re trade secret litigation (.5); review KYC requests re same (.6); prepare asset purchase agreement revision (1.3); review and revise escrow agreement (.5); review and revise checklist (.7); review information on potential bidder (.5).
08/17/20	Sindoori Sriram	5.00	Review and revise ancillary asset purchase documents (3.8); correspond with K&E team re same (1.2).
08/17/20	Seth Traxler, P.C.	0.50	Attend to issues re sale.
08/17/20	Samuel Zaretsky	0.50	Telephone conference with S. Khurana re status of asset purchase agreements

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/20	Amanda Gottlieb	3.40	Review and revise disclosure schedules (1.5); telephone conference with B. Halaby re disclosure schedules (.2); telephone conference with Company re disclosure schedules (.2); telephone conference with B. Halaby re escrow agreement (.2); review and revise same (.5); coordinate KYC for Citi and Company (.3); correspond with K&E team re same (.5).
08/18/20	William Halaby III	2.00	Telephone conference with Company (.5); prepare correspondence re revised draft documents for potential bidder (.3); telephone conference with K&E team re disclosure schedules (.2); correspond with multiple parties re asset sale (1.0).
08/18/20	Conor P. McNamara	2.70	Research, analyze precedent re bid procedures order issues (1.0); review, revise bid procedures order (1.5); correspond with K&E team re same (.2).
08/18/20	Marshall P. Shaffer	4.00	Correspond with K&E team re sale process (.4); conference with A. Gottlieb and W. Halaby re same (.5); draft and further revise ancillary documents (3.1).
08/18/20	Sindoori Sriram	1.70	Analyze deal correspondences (.5); conferences with A. Gottlieb and W. Halaby re disclosure schedules (.2); draft and further revise ancillary documents (1.0).
08/19/20	David L. Eaton	1.00	Review landlord objections to sale procedure (.4); review sale press release (.1); telephone conference with E. Kremer, R. Duffy re sale status and strategy (.5).
08/19/20	Amanda Gottlieb	2.20	Correspond with K&E team re sale process (.3); telephone conference with B. Halaby re signing deliverables (.3); coordinate KYC requests for Buyer and Seller (.5); review escrow agreement (.1); review and revise disclosure schedules (1.0).
08/19/20	William Halaby III	0.50	Analyze various correspondence re sale process.
08/19/20	Conor P. McNamara	3.30	Review, revise store closing order (1.7); telephone conferences with J. Fedell re bid procedures order (.3); review, revise same (1.3).
08/19/20	Amanda M. Milhet	0.80	Review and analyze draft escrow agreement.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/19/20	Marshall P. Shaffer	1.00	Correspond re telephone conference re potential bidder (.3); attend to KYC process (.7).
08/19/20	Sindoori Sriram	2.00	Draft and revise ancillary documents (1.4); correspond with W. Halaby and A. Gottlieb re same (.6).
08/20/20	Stefan Atkinson, P.C.	0.50	Analyze asset disposition issues.
08/20/20	David L. Eaton	0.10	Conference with J. Shaffer re press release for asset sales.
08/20/20	David L. Eaton	0.30	Telephone conference with Company re sale issues.
08/20/20	Justin C. Elliott	0.30	Correspond with K&E team re counterparty matter re lease.
08/20/20	Jaimie Fedell	3.10	Review, revise bid procedures order (.8); review, analyze precedent re same (2.0); conferences with K&E team re same (.3).
08/20/20	Shellie Freedman	0.80	Analyze trademark matters.
08/20/20	Amanda Gottlieb	3.70	Correspond with K&E team re sale process (.5); telephone conference with B. Halaby re signing deliverables (.5); coordinate with escrow agent re KYC (.3); review and revise disclosure schedules (1.5); draft signature pages for signing (.7); review escrow agreement (.2).
08/20/20	Melissa Renae Grim	0.30	Review purchase agreement.
08/20/20	William Halaby III	4.50	Review revise ancillary documents to APA (3.0); review and revise APA (1.5).
08/20/20	R.D. Kohut	0.20	Review APA issues.
08/20/20	Kelsey Marie Laugel	0.50	Telephone conference with K&E team re sale matters (.2); correspond with K&E team re same (.3).
08/20/20	Imani Lee	1.50	Review and revise asset purchase agreement.
08/20/20	Amanda M. Milhet	1.00	Analyze and revise draft escrow agreement and ancillary deal documents.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/20/20	Marshall P. Shaffer	7.00	Telephone conference with Company re transaction issues (.4); conference with potential bidder regarding potential transaction (.6); telephone conference re board meeting (.4); analyze matters re KYC process (.7); correspond with L&T team re bidding matters (.8); telephone conferences with potential bidder to discuss proposed terms (1.2); prepare issues list on AK transaction agreement (.4); telephone conference with W. Phalen and L. Hague re asset purchase agreement (.3); revise asset purchase agreement (1.3); correspond with potential bidder re asset purchase agreement to (.3); coordinate with K&E IP team re wind-down license (.4); coordinate re escrow account (.1); revise board consent re same (.1); telephone conference with J. Fedell re auction mechanics (.6).
08/20/20	Sindoori Sriram	3.00	Draft and revise escrow agreement (1.9); correspond re sale transaction (.8); telephone conference with W. Halaby re same (.3).
08/21/20	Stefan Atkinson, P.C.	2.00	Analyze asset purchase matters.
08/21/20	Christian A. Atwood, P.C.	0.50	Conference with M. Shaffer and S. Atkinson re asset purchase agreement and escrow agreement status.
08/21/20	Amanda Chen	0.70	Correspond with United Overseas Bank and M. Shaffer re letter of funds.
08/21/20	David L. Eaton	1.80	Telephone conference with Committee counsel re asset sale status and strategy (.5); telephone conference with D. Fiorillo, K. Simard et al re asset sale strategy and status (.5); telephone conference with J. Longmire, J. Korn, J. Fedell re asset sale status (.4); conference with M. Shaffer re 363 procedures and comments (.2); review consents and edits to asset sale matters (.2).
08/21/20	Jaimie Fedell	3.20	Telephone conferences with Cooley, Otterbourg, Choate, Willkie teams re sale update (1.7); conference with Company re same (.5); research re augment requirements (.7); conference with M. van den Berg re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/20	Amanda Gottlieb	5.30	Telephone conference with B. Halaby re signing deliverables (.2); telephone conference with M. van den Berg re disclosure schedules (.2); conferences with S. Sriram and B. Halaby re signing deliverables (.5); coordinate KYC requests with escrow agent (.2); coordinate with K&E specialist teams re disclosure schedules (.3); review and revise disclosure schedules (3.9).
08/21/20	Melissa Renae Grim	1.00	Revise disclosure schedule (.8); telephone conference with Company re same (.2).
08/21/20	William Halaby III	5.80	Attention to signing matters (1.0); review and revise purchase agreement (1.6); review disclosure schedules (.5); review ancillary agreements (1.0); correspond re sale process (1.0); coordinate Citi KYC information (.5); review signature pages (.2).
08/21/20	Kelsey Marie Laugel	0.50	Telephone conference with K&E team re asset sale (.2); telephone conference with opposing counsel re same (.3).
08/21/20	Imani Lee	0.20	Correspond with K&E team re disclosure schedules.
08/21/20	Amanda M. Milhet	0.30	Review and analyze ancillary transaction documents.
08/21/20	Marshall P. Shaffer	7.00	Telephone conference with K&E team re transaction (.2); telephone conference with Cooley re potential transactions (.3); telephone conference with Choate and Otterbourg re potential transactions (.5); telephone conference with potential bidder re antitrust issues (.2); telephone conference with Willkie re potential transactions (.4); correspond with K&E team re proof of funds (.4); telephone conferences with Company team re transaction updates (.4); revise escrow agreement (.6); revise board consent re same (.4); analyze Hart-Scott-Rodino issues (.6); revise asset purchase agreement (1.0); review KYC information from potential bidder (1.0); revise disclosure schedules (1.0).
08/21/20	Sindoori Sriram	4.00	Revise ancillary documents for signing (3.1); correspond with K&E team re same (.9).
08/22/20	Bob Allen, P.C.	1.50	Conference with M. Shaffer re asset sale matters.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/20	Stefan Atkinson, P.C.	2.50	Analyze litigation issues (1.6); telephone conferences with K&E team, Company re same (.9)
08/22/20	David L. Eaton	0.70	Review L&T sale documents and correspondence (.6); telephone conference with P. Corrie re sale matters (.1).
08/22/20	Marshall P. Shaffer	5.00	Conference with Company and K&E team re Singapore United Overseas Bank response (.6); telephone conferences with Company re bid (.4); telephone conference with Company re same (.4); telephone conference with B. Allen re same (.5); prepare timeline and collected documents for potential purchaser (3.1).
08/23/20	Bob Allen, P.C.	2.20	Conference with regulatory party and M. Shaffer re potential asset sale matter.
08/23/20	David L. Eaton	0.20	Review sales and wind down budget.
08/23/20	David L. Eaton	0.30	Telephone conference with BRG re store closing sales and budget matters.
08/23/20	Jaimie Fedell	2.20	Review, revise bid procedures (1.2); research precedent re same (1.0).
08/23/20	Amanda Gottlieb	1.50	Correspond re sale process (.2); review and download contracts from data room for BRG (1.3).
08/23/20	Conor P. McNamara	3.70	Review, revise bid procedures order (2.9); research, analyze precedent re same (.8).
08/23/20	Marshall P. Shaffer	1.30	Telephone conference with Company re bid (.5); review documents re same (.2); correspond with potential purchaser re same (.6).
08/24/20	Bob Allen, P.C.	0.30	Analyze issues re potential bidder, deal follow-up.
08/24/20	Stefan Atkinson, P.C.	1.00	Analyze litigation issues re asset sale.
08/24/20	David L. Eaton	0.20	Conference with M. Shaffer re LT sale issue.
08/24/20	Jaimie Fedell	1.90	Review, analyze bidding procedures objections (1.4); correspond with K&E team re same (.5).
08/24/20	Jaimie Fedell	1.00	Review, revise store closing reply.
08/24/20	Amanda Gottlieb	0.10	Review correspondence and correspond re asset sales.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/20	Marshall P. Shaffer	2.00	Prepare agenda for telephone conference with potential purchaser (.4); correspond re bid (.4); prepare, attend weekly board conference (.8); correspond with Choate team re asset sale (.4).
08/25/20	Bob Allen, P.C.	0.60	Telephone conferences with M. Shaffer, Company, and potential bidder re negotiation over asset sale.
08/25/20	David L. Eaton	0.10	Correspond with J. Indyke re asset sales.
08/25/20	Jaimie Fedell	4.80	Draft bid procedures reply (3.8); research precedent re same (1.0).
08/25/20	Jaimie Fedell	0.80	Review, revise store closing reply, supplemental declaration (.3); review, revise press release (.5).
08/25/20	Prentis Robinson	2.20	Review, revise bidding procedures (1.8); telephone conference with J. Fedell re same (.2); correspond with C. McNamara re same (.2).
08/25/20	Marshall P. Shaffer	3.00	Telephone conference with potential purchaser re bid (.4); telephone conference with Company and K&E teams re bid (.6); revise disclosure schedules (1.6); correspond with potential bidder (.4).
08/26/20	Amanda Chen	1.20	Telephone conference with M. Shaffer (.2); correspond with United Overseas Bank (.3); analyze Singapore Bankruptcy Act disclosure obligations and exceptions (.4); review business profile. from Accounting and Corporate Regulatory Authority of Singapore (.3).
08/26/20	Stephanie Cohen	0.90	Conference with D. Eaton re bidding procedures reply (.3); research, revise re same (.6).
08/26/20	Amanda Gottlieb	0.10	Correspond with K&E team re disclosure schedules.
08/26/20	Conor P. McNamara	1.30	Correspond with B. Gage re store closing reply.
08/26/20	Prentis Robinson	3.00	Review, revise bidding procedures order (2.7); correspond with J. Fedell and C. McNamara re same (.3).
08/26/20	Marshall P. Shaffer	1.50	Revise disclosure schedules (1.2); telephone conferences with Company re same (.3).
08/27/20	Jaimie Fedell	1.30	Review, revise bid procedures order.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034154

Le Tote

Matter Number:

47030-8

Asset Sales and Disposition

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/20	William Halaby III	0.50	Attention to various correspondence re asset sale process.
08/27/20	Prentis Robinson	7.00	Review, revise bidding procedures order, bidding procedures (2.8); telephone conferences with J. Fedell re same (.4); telephone conference with landlords' counsel re same (.8); research re same (3.0).
08/28/20	Bob Allen, P.C.	0.20	Telephone conference with M. Shaffer and Company re asset sale matter.
08/28/20	David L. Eaton	0.20	Review updated purchase indication of interest.
08/28/20	Jaimie Fedell	0.50	Conference with K&E, Company team re potential bidder.
08/28/20	Prentis Robinson	1.00	Review, revise bidding procedures order (.8); correspond with J. Fedell and J. Williams re same (.2).
08/28/20	Marshall P. Shaffer	1.50	Telephone conference with Company and K&E team re potential proposal (.5); telephone conference with Company re same (.3); revise correspondence to Company re same (.7).
08/31/20	Jaimie Fedell	0.70	Correspond with potential bidders re auction process.
Total		318.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034153
Client Matter: 47030-9

In the Matter of Automatic Stay Matters

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 855.00

Total legal services rendered

\$ 855.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Katie Jakola, P.C.	0.60	1,425.00	855.00
TOTALS	0.60		\$ 855.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/20	Katie Jakola, P.C.	0.60	Correspond with M. van den Berg re stay issues (.2); review and analyze materials re same (.4).
Total		0.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034152
Client Matter: 47030-10

In the Matter of U.S. Trustee Issues and Communications

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 10,247.00

Total legal services rendered

\$ 10,247.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	0.70	845.00	591.50
Jaimie Fedell	6.40	1,085.00	6,944.00
Susan D. Golden	0.50	1,175.00	587.50
Amanda Gottlieb	0.20	845.00	169.00
Conor P. McNamara	1.50	845.00	1,267.50
Amanda M. Milhet	0.30	1,105.00	331.50
Laura Saal	0.80	445.00	356.00
TOTALS	10.40		\$ 10,247.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/05/20	Jaimie Fedell	1.10	Correspond with U.S. Trustee team re diligence requests (.5); correspond with Company, Kutak team re initial debtor interview (.6).
08/05/20	Amanda Gottlieb	0.20	Review documents in preparation for meeting with U.S. Trustee.
08/05/20	Amanda M. Milhet	0.30	Correspondence re Company structure and prior tax return filings re trustee meeting.
08/06/20	Stephanie Cohen	0.30	Draft correspondence for U.S. Trustee team re wages, store closing motion.
08/06/20	Jaimie Fedell	0.50	Correspond with U.S. Trustee team re wages diligence.
08/10/20	Jaimie Fedell	0.50	Attend initial debtor interview.
08/11/20	Jaimie Fedell	0.40	Correspond with Katten team re U.S. Trustee inquiry.
08/11/20	Laura Saal	0.80	Prepare response re Creditor Matrix motion matters.
08/13/20	Jaimie Fedell	0.40	Conference with U.S. Trustee team re diligence requests.
08/17/20	Jaimie Fedell	0.50	Conference with U.S. Trustee re store closing motion.
08/17/20	Conor P. McNamara	1.50	Telephone conference with J. Fedell, U.S. Trustee re final order issues (.3); review, revise final orders re U.S. Trustee comments (1.2).
08/28/20	Susan D. Golden	0.50	Review, analyze U.S. Trustee comments to K&E retention application (.3); correspond with P. Robinson and J. Fedell re responses to same (.2).
08/29/20	Jaimie Fedell	0.90	Review, analyze U.S. Trustee inquiries re K&E retention (.5); draft comments re same (.4).
08/31/20	Stephanie Cohen	0.40	Prepare for and participate in telephone conference with J. Fedell, Kutak team re retention applications, U.S. Trustee comments.

Legal Services for the Period Ending August 31, 2020

Invoice Number: 1050034152

Le Tote

Matter Number: 47030-10

U.S. Trustee Issues and Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/20	Jaimie Fedell	2.10	Telephone conference with BRG re U.S. Trustee KEIP inquiry (.6); draft responses re same (1.5).
Total		10.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034151
Client Matter: 47030-11

In the Matter of Business Oper./Vendor Issues/Utilities

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 19,182.50

Total legal services rendered

\$ 19,182.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	4.80	845.00	4,056.00
David L. Eaton	7.20	1,635.00	11,772.00
Jaimie Fedell	0.50	1,085.00	542.50
Prentis Robinson	3.80	740.00	2,812.00
TOTALS	16.30		\$ 19,182.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	David L. Eaton	0.80	Telephone conference with R. Duffy re HBC matter (.3); telephone conference with M. van den Berg re consignment arrangements (.5).
08/04/20	David L. Eaton	0.80	Telephone conference with Kutak re store closing order (.2); correspond with M. van den Berg re media matters (.1); telephone conference with Company re common area maintenance changes and verification (.5).
08/04/20	David L. Eaton	1.10	Telephone conference with Company and BRG re landlord dispute, HBC obligations, 363 sale update, Chase credit card processing issues.
08/05/20	David L. Eaton	0.40	Telephone conference with Company, J. Fedell re customer notice matters.
08/05/20	Prentis Robinson	0.50	Revise utilities final order.
08/10/20	David L. Eaton	0.20	Review correspondence re Transition Services.
08/11/20	David L. Eaton	0.20	Telephone conference with M. van den Berg re transition service agreement issues.
08/17/20	Stephanie Cohen	2.60	Review precedent, draft supplemental store closing declaration.
08/17/20	Stephanie Cohen	0.20	Correspond with J. Fedell, P. Robinson re utilities matters (.1); review precedent adequate assurance agreement re same (.1).
08/17/20	Prentis Robinson	2.90	Prepare utilities objection materials (1.8); review objections re same (.8); correspond with J. Fedell and S. Cohen re same (.3).
08/18/20	Jaimie Fedell	0.50	Correspond with K&E team re utility settlement.
08/18/20	Prentis Robinson	0.40	Correspond with utility provider and S. Cohen re objection to utilities motion.
08/19/20	Stephanie Cohen	1.40	Telephone conference with utility provider re adequate assurance request (.2); review cash collateral, utility orders re same (.5); review, revise settlement re same (.5); prepare materials re same (.2).
08/20/20	Stephanie Cohen	0.60	Revise adequate assurance settlement (.4); correspond with BRG, utility providers' counsel re same (.2).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034151

Le Tote

Matter Number:

47030-11

Business Oper./Vendor Issues/Utilities

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/20	David L. Eaton	1.60	Telephone conferences with Company re HBC lease and TSA issues (.8); review updated budget and conference with J. Fedell re same (.5); review, analyze HBC and APA issue (.3).
08/25/20	David L. Eaton	0.90	Telephone conference with Company, BRG, J. Fedell re business operations, objections to second day motions, budget presentation.
08/27/20	David L. Eaton	0.30	Telephone conferences with Company re consignor agreement.
08/28/20	David L. Eaton	0.70	Telephone conference with M. Van Den Berg re HBC matters (.5); telephone conference with J. Longmire re HBC agreement status (.2).
08/31/20	David L. Eaton	0.20	Telephone conference with Company re vendor matters.
Total		16.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034150
Client Matter: 47030-12

In the Matter of Case Administration

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 65,353.50

Total legal services rendered

\$ 65,353.50

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034150

Le Tote

Matter Number:

47030-12

Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Molly T. Boyd	1.10	740.00	814.00
Stephanie Cohen	9.20	845.00	7,774.00
Julianna Debler	0.20	740.00	148.00
David L. Eaton	5.30	1,635.00	8,665.50
Justin C. Elliott	0.10	1,195.00	119.50
Jaimie Fedell	5.80	1,085.00	6,293.00
Amanda Gottlieb	1.30	845.00	1,098.50
William Halaby III	0.50	1,035.00	517.50
Kimberly Love	5.30	435.00	2,305.50
Conor P. McNamara	4.00	845.00	3,380.00
Prentis Robinson	29.60	740.00	21,904.00
Leo Rosenberg	0.30	275.00	82.50
Laura Saal	3.60	445.00	1,602.00
Steven N. Serajeddini, P.C.	2.80	1,345.00	3,766.00
Marshall P. Shaffer	5.50	1,195.00	6,572.50
Eric D. Tang	0.30	740.00	222.00
Gary M. Vogt	0.20	445.00	89.00
TOTALS	75.10		\$ 65,353.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	David L. Eaton	0.30	Telephone conference with S. Serajeddini re case summary and strategy.
08/03/20	Laura Saal	0.60	Review and revise temporary CM-ECF applications (.4); correspond with Kutak re same (.2).
08/04/20	Stephanie Cohen	1.00	Telephone conference with Company, BRG, K&E team re postfiling status.
08/04/20	Jaimie Fedell	0.90	Attend standing telephone conference with Company, K&E, BRG teams.
08/04/20	Prentis Robinson	3.80	Prepare key dates and deadlines chart.
08/04/20	Laura Saal	0.30	Correspond with K&E team re first day hearing transcript (.2); correspond with Kutak re same (.1).
08/04/20	Marshall P. Shaffer	0.50	Participate in portion of bi-weekly telephone conference with K&E team, working group re case status.
08/04/20	Gary M. Vogt	0.20	Coordinate matters re production.
08/05/20	Prentis Robinson	2.40	Review, revise work in process chart (.8); review, revise key dates and deadlines chart (1.6).
08/06/20	Molly T. Boyd	0.30	Telephone conference with K&E team re work in process.
08/06/20	Stephanie Cohen	1.20	Draft internal case update (.5); telephone conference with J. Fedell and K&E team re work in process (.5); revise work in process chart (.2).
08/06/20	Jaimie Fedell	0.70	Prepare for and attend standing case update telephone conference with K&E, Company, BRG teams.
08/06/20	Amanda Gottlieb	0.50	Telephone conference with J. Fedell and K&E team re work in process.
08/06/20	Prentis Robinson	4.30	Review, revise internal work in process chart (1.9); telephone conference with J. Fedell and K&E team re same (.5); correspond with S. Cohen re same (.4); correspond with J. Fedell and K&E team re various work streams (1.5).
08/06/20	Laura Saal	1.00	Telephone conference with J. Fedell and K&E team re work in process (.5); review and revise pleading template (.5).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034150

Le Tote

Matter Number:

47030-12

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/20	Marshall P. Shaffer	0.50	Participate in portion of bi-weekly telephone conference with working group re status.
08/07/20	Stephanie Cohen	0.20	Correspond with Stretto re noticing matters (.1); telephone conference with Nfluence re case status (.1).
08/10/20	Kimberly Love	0.30	Review materials re case background information.
08/10/20	Conor P. McNamara	0.50	Telephone conference with J. Fedell re workstreams (.2); telephone conference with S. Cohen re same (.2); review, analyze tracker re same (.1).
08/11/20	Stephanie Cohen	0.30	Telephone conference with K&E team, Company re status.
08/11/20	David L. Eaton	1.00	Telephone conference with Company, B. Duffy, J. Fedell re case status and strategy.
08/11/20	David L. Eaton	0.10	Telephone conference with Company, B. Duffy, J. Fedell re case status and strategy.
08/11/20	Jaimie Fedell	0.80	Telephone conference with K&E team, management, BRG team re status.
08/11/20	Conor P. McNamara	1.10	Coordinate with K&E team re second day pleadings.
08/11/20	Laura Saal	1.20	Prepare word versions of final orders re second day hearing.
08/11/20	Marshall P. Shaffer	0.50	Attend portion of bi-weekly standing telephone conference.
08/12/20	Conor P. McNamara	0.20	Correspond with S. Cohen re case status.
08/13/20	David L. Eaton	1.00	Attend standing telephone conference with Company, B. Duffy issuers case update and status.
08/13/20	Jaimie Fedell	0.70	Attend portion of standing telephone conference with Company, management, K&E team, BRG team.
08/14/20	Molly T. Boyd	0.30	Telephone conference with K&E team re work in process checklist.
08/14/20	Stephanie Cohen	0.40	Telephone conference with J. Fedell and K&E team re work in process (.3); review correspondence re same (.1).
08/14/20	Amanda Gottlieb	0.30	Telephone conference with K&E team re work in process.
08/14/20	Conor P. McNamara	0.30	Telephone conference with K&E team re workstreams.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034150

Le Tote

Matter Number:

47030-12

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/20	Prentis Robinson	1.60	Review, revise internal work in process chart (1.3); telephone conference with J. Fedell and K&E team re same (.3).
08/14/20	Eric D. Tang	0.30	Review filing information and deadlines.
08/18/20	Stephanie Cohen	1.10	Telephone conference with Company, advisors re status (.7); correspond with J. Fedell, P. Robinson, Kutak re case matters (.4).
08/18/20	David L. Eaton	1.00	Attend standing telephone conference with K&E team, BRG, Company team re case update and status.
08/18/20	Jaimie Fedell	1.00	Attend standing conference with K&E, Company, BRG team re case update and status.
08/18/20	Marshall P. Shaffer	0.50	Participate in portion of standing telephone conference with working group.
08/19/20	Stephanie Cohen	0.40	Telephone conference with J. Fedell, C. McNamara re work in process (.3); review correspondence re same (.1).
08/19/20	Steven N. Serajeddini, P.C.	1.40	Attend standing call with K&E team, advisors, Company (1.1); review and analyze issues re same (.3).
08/20/20	David L. Eaton	1.10	Telephone conference with Company, BRG, J. Fedell re business update, contested lease issues and asset sale matters.
08/20/20	Jaimie Fedell	0.70	Attend portion of telephone conference with K&E team, BRG, Company team re status.
08/20/20	Steven N. Serajeddini, P.C.	1.40	Attend standing call with K&E team, advisors, Company (.9); review and analyze same (.5).
08/20/20	Marshall P. Shaffer	0.50	Participate in standing telephone conference with working group.
08/21/20	Molly T. Boyd	0.50	Prepare for and participate in telephone conference with K&E team re work in process.
08/21/20	Stephanie Cohen	0.70	Prepare for and attend telephone conference with K&E team re work in process (.4); review correspondence re case status (.2); correspond with Kutak, P. Robinson, Company re same (.1).
08/21/20	Julianna Debler	0.20	Participate in weekly standing telephone conference to discuss case updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/20	Amanda Gottlieb	0.50	Prepare for and attend telephone conference with K&E team re work in process.
08/21/20	Conor P. McNamara	0.40	Telephone conference with K&E team re status, workstreams.
08/21/20	Laura Saal	0.50	Telephone conference with K&E team re status, workstreams.
08/24/20	David L. Eaton	0.80	Telephone conference with J. Fedell re second day hearing agenda, status and related case status issues.
08/24/20	Prentis Robinson	2.70	Prepare objection tracker (1.5); review objections re same (1.2).
08/24/20	Leo Rosenberg	0.30	Correspond with C. McNamara re precedent re global notes.
08/25/20	Stephanie Cohen	0.80	Telephone conference with Company, BRG, advisors re status (.5); telephone conference with J. Fedell, K&E team re work in process (.3).
08/25/20	Justin C. Elliott	0.10	Review relevant lease provisions re landlord objections to rent deferral request.
08/25/20	William Halaby III	0.50	Attend portion of weekly telephone conference with Company re case update and status.
08/25/20	Conor P. McNamara	0.50	Telephone conference with J. Fedell, K&E team re status and second day hearing.
08/25/20	Conor P. McNamara	0.70	Review, revise second day orders.
08/25/20	Prentis Robinson	7.20	Review, revise objection tracker (2.6); review docket re same (1.4); telephone conference with J. Fedell and K&E team re work in process (.5); review, revise work in process chart (2.1); review, revise second day orders for filing (.6).
08/25/20	Marshall P. Shaffer	1.00	Attend standing working group telephone conference.
08/26/20	Kimberly Love	1.80	Review materials to confirm granted Pro Hac Vices for J. Worth and K. Jakola (.4); review and analyze recently filed materials for inclusion into case files and future attorney use (1.4).
08/26/20	Prentis Robinson	2.40	Prepare second-day orders re filing (.9); review, revise same (1.1); correspond with J. Fedell and K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/20	Marshall P. Shaffer	2.00	Attend standing working group call (.5); review board minutes (1.2); analyze correspondence re same (.3).
08/28/20	Stephanie Cohen	2.20	Revise work in process chart (.3); telephone conference with K&E team re work in process (.3); revise notices, correspond with S. Golden, Stretto, K&E team re same (.5); correspond and conferences with Kutak, Nfluence, Stretto re service matters (1.1).
08/28/20	Jaimie Fedell	0.50	Attend standing telephone conference with K&E team re priority workstreams.
08/28/20	Kimberly Love	1.30	Review and analyze recently filed materials.
08/28/20	Conor P. McNamara	0.30	Telephone conference with K&E team re workstreams.
08/28/20	Prentis Robinson	2.20	Revise work in process chart (.3); telephone conference with J. Fedell and K&E team re work in process (.3); revise notices, correspond with S. Golden, Stretto, K&E team re same (.5); correspondences and conferences with Kutak, Nfluence, Stretto re service matters (1.1).
08/29/20	Jaimie Fedell	0.50	Review, analyze key dates and deadline tracker.
08/29/20	Prentis Robinson	2.50	Review, revise internal work in process materials (1.5); review docket re key dates and deadlines re same (1.0).
08/30/20	Prentis Robinson	0.50	Review, revise key dates and deadlines (.3); prepare correspondence to K&E team re same (.2).
08/31/20	Stephanie Cohen	0.90	Revise notices, correspond with Stretto re service re same (.7); telephone conference and correspond with J. Fedell re case status (.2).
08/31/20	Kimberly Love	1.90	Conference with Calendar Court re possible case calendar for team use (.4); review files and materials re case calendar (.5); review and analyze recently filed materials for inclusion into case files (1.0).
Total		75.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034149
Client Matter: 47030-13

In the Matter of Cash Collateral / Cash Management

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 58,485.00

Total legal services rendered

\$ 58,485.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	4.60	845.00	3,887.00
Julianna Debler	0.20	740.00	148.00
David L. Eaton	16.90	1,635.00	27,631.50
Jaimie Fedell	22.40	1,085.00	24,304.00
Conor P. McNamara	2.10	845.00	1,774.50
Prentis Robinson	1.00	740.00	740.00
TOTALS	47.20		\$ 58,485.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	David L. Eaton	6.60	Review, comment on cash collateral order (2.1); telephone conference with J. Fedell re same (2.0); telephone conference with D. Fiorillo re cash collateral order (.8); telephone conference with K. Simard re cash collateral order (.5); telephone conference with J. Longmire re cash collateral order (1.0); telephone conference with T. Foudy re cash collateral order (.2).
08/03/20	David L. Eaton	4.20	Telephone conference with Landlords re objections to cash collateral and store closing orders (3.0); conference with J. Fedell re Wilmington Trust dispute, revisions to cash collateral and store closing orders (1.2).
08/15/20	Jaimie Fedell	1.30	Review, revise cash collateral order (1.1); correspond with Committee counsel re same (.2).
08/16/20	Conor P. McNamara	0.70	Review, revise cash collateral order.
08/17/20	Julianna Debler	0.20	Correspond with BRG re credit joinder documents for Le Tote, LLC.
08/21/20	David L. Eaton	0.50	Review Committee cash collateral issue list and edits (.2); conference with J. Fedell re same (.3).
08/21/20	Jaimie Fedell	2.00	Review, analyze Committee cash collateral issues list (1.0); draft proposed responses re same (.7); telephone conference with D. Eaton re same (.3).
08/22/20	Jaimie Fedell	1.70	Telephone conference with Cooley re cash collateral issues list (1.0); prepare for same (.2); conference with D. Eaton re same (.5).
08/23/20	David L. Eaton	1.00	Telephone conference with J. Fedell re final cash collateral order issues (.5); review final cash collateral issues list and documents (.5).
08/23/20	Jaimie Fedell	0.70	Correspond with K&E team, lender counsel re cash collateral order.
08/24/20	Stephanie Cohen	1.10	Review precedent cash collateral objections (.4); draft reply re same (.7).
08/24/20	David L. Eaton	1.00	Telephone conference with Cooley, J. Fedell re cash collateral order and related issues.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034149

Le Tote

Matter Number:

47030-13

Cash Collateral / Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/20	Jaimie Fedell	2.10	Telephone conference with K&E, Cooley, Otterbourg, Choate teams re cash collateral order (1.0); prepare for same (.5); review, analyze issues list (.6).
08/24/20	Conor P. McNamara	1.40	Telephone conference with K&E team and creditors' counsel re cash collateral (1.0); prepare for same (.4).
08/25/20	Stephanie Cohen	1.90	Revise cash collateral reply.
08/25/20	Jaimie Fedell	2.50	Review, revise cash collateral reply.
08/26/20	Stephanie Cohen	0.90	Revise cash collateral reply.
08/26/20	David L. Eaton	3.00	Telephone conference with J. Fedell re cash collateral order (.3); telephone conferences with Company re same (.9); review draft order language re consignment inventory sales and cash collateral rights (.5); telephone conferences with J. Longmire, J. Korn, K. Jakola, J. Fedell re cash collateral order and CMBS Trust dispute (1.3).
08/26/20	Jaimie Fedell	7.20	Review, revise cash collateral order (3.7); correspond and conferences with D. Eaton, J. Longmire, K. Jakola, and Company re same (3.5).
08/26/20	Prentis Robinson	1.00	Prepare talking points re cash collateral order.
08/27/20	Stephanie Cohen	0.70	Draft signature pages re cash collateral side letter (.6); correspond and conference with J. Fedell re same (.1).
08/27/20	David L. Eaton	0.60	Telephone conferences with J. Fedell re finalization of cash collateral, store closing orders.
08/27/20	Jaimie Fedell	4.90	Review, revise cash collateral order (1.7); telephone conferences with K&E, Otterbourg, Willkie, Cooley, Choate teams re same (1.0); telephone conference with I. Winters, M. van den Berg re cash collateral side letter (.7); review, revise same (1.5).
Total		47.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034148
Client Matter: 47030-14

In the Matter of Claims Administration and Objections

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 5,805.00

Total legal services rendered

\$ 5,805.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	1.80	845.00	1,521.00
David L. Eaton	0.20	1,635.00	327.00
Jaimie Fedell	2.70	1,085.00	2,929.50
Conor P. McNamara	0.90	845.00	760.50
Laura Saal	0.60	445.00	267.00
TOTALS	6.20		\$ 5,805.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/20	Laura Saal	0.60	Review and revise bar date motion re postpetition updates (.3); review and revise omnibus claims procedures re same (.3).
08/09/20	Jaimie Fedell	1.00	Review, revise bar date motion.
08/12/20	Stephanie Cohen	1.30	Prepare bar date notices (.9); correspond with Kutak, Stretto re same (.4).
08/12/20	David L. Eaton	0.20	Correspond with J. Marines re creditor claims.
08/12/20	Jaimie Fedell	0.40	Review, revise bar date motion.
08/13/20	Jaimie Fedell	0.20	Coordinate filing of bar date motion.
08/19/20	Jaimie Fedell	0.70	Correspond and conference with M. van den Berg re employee claims issues.
08/26/20	Conor P. McNamara	0.90	Correspond with J. Fedell, Company re model noticing issues (.7); review, analyze schedule re same (.2).
08/28/20	Stephanie Cohen	0.50	Revise bar date notices (.3); correspond with Kutak, Stretto re same (.2).
08/31/20	Jaimie Fedell	0.40	Correspond with Kutak re Compass claim.
Total		6.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034147
Client Matter: 47030-15

In the Matter of Corporate & Governance Issues

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 25,274.00

Total legal services rendered

\$ 25,274.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stefan Atkinson, P.C.	0.30	1,275.00	382.50
Stephanie Cohen	2.40	845.00	2,028.00
David L. Eaton	3.20	1,635.00	5,232.00
Jaimie Fedell	4.30	1,085.00	4,665.50
Amanda Gottlieb	4.00	845.00	3,380.00
Stephanie Greco	0.50	1,045.00	522.50
Luci Hague	0.20	1,085.00	217.00
William Halaby III	3.30	1,035.00	3,415.50
Carla A.R. Hine	1.00	1,165.00	1,165.00
Kimberly Love	0.30	435.00	130.50
Marshall P. Shaffer	0.50	1,195.00	597.50
John R. Worth	2.90	1,220.00	3,538.00
TOTALS	22.90		\$ 25,274.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/05/20	Stephanie Cohen	0.30	Revise work in process chart.
08/05/20	William Halaby III	1.30	Telephone conference with Board re status of sale process.
08/06/20	David L. Eaton	1.00	Participate in telephone conference with Board re case status (.5); prepare for same (.5).
08/06/20	Jaimie Fedell	0.50	Attend portion of standing board call.
08/07/20	Kimberly Love	0.30	Review and organize materials re Katten.
08/07/20	John R. Worth	2.90	Attend investigation interview of E. Kremer by Katten team (1.2); prepare summary of same (1.7).
08/13/20	Jaimie Fedell	1.20	Attend standing board call.
08/13/20	Stephanie Greco	0.50	Correspond with K&E team re diligence.
08/20/20	David L. Eaton	1.10	Participate in standing board meeting.
08/20/20	Jaimie Fedell	1.00	Attend standing board call.
08/20/20	Amanda Gottlieb	1.80	Draft and revise board resolutions re sale.
08/20/20	William Halaby III	2.00	Attend telephone conference with Company re APA (1.0); attend Board telephone conference (1.0).
08/21/20	Amanda Gottlieb	2.20	Review and revise board resolutions (1.5); draft board consent (.7).
08/21/20	Luci Hague	0.20	Review and revise AML representation.
08/21/20	Carla A.R. Hine	1.00	Review HSR reporting (.4); comment on draft purchase agreement (.6).
08/23/20	Stephanie Cohen	2.10	Revise board confirmation presentation and board materials re same.
08/27/20	David L. Eaton	0.10	Correspond with M. van den Berg re board meeting agenda.
08/28/20	David L. Eaton	1.00	Participate in board meeting.
08/28/20	Jaimie Fedell	1.00	Attend standing board call.
08/28/20	Marshall P. Shaffer	0.50	Attend weekly board telephone conference.
08/31/20	Stefan Atkinson, P.C.	0.30	Review board minutes and related issues.
08/31/20	Jaimie Fedell	0.60	Review, revise board minutes.
Total		22.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034146
Client Matter: 47030-16

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 6,103.00

Total legal services rendered

\$ 6,103.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	2.50	845.00	2,112.50
David L. Eaton	1.30	1,635.00	2,125.50
Conor P. McNamara	1.50	845.00	1,267.50
Marshall P. Shaffer	0.50	1,195.00	597.50
TOTALS	5.80		\$ 6,103.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	Stephanie Cohen	0.70	Telephone conference with landlord counsel re lease (.2); correspond with BRG re same (.2); prepare materials re creditor communication (.3).
08/05/20	Stephanie Cohen	0.30	Revise vendor/creditor stakeholder communications tracker.
08/05/20	David L. Eaton	0.30	Review and telephone conference with A. Beno re letter regarding lease obligations.
08/07/20	David L. Eaton	0.20	Review, comment on press release.
08/10/20	Stephanie Cohen	1.30	Telephone conference and correspond with landlord counsel, BRG, J. Fedell, K&E team re landlord matters (1.2); revise materials re same (.1).
08/11/20	David L. Eaton	0.30	Telephone conference with J. Fedell and M. Van Den Berg re AmEx treatment.
08/19/20	Marshall P. Shaffer	0.50	Review press release.
08/20/20	David L. Eaton	0.10	Correspond with J. Long mire re financial information.
08/21/20	David L. Eaton	0.10	Review GOB press release.
08/24/20	Conor P. McNamara	0.50	Conference and correspond with L. Roglen re revised final orders.
08/25/20	David L. Eaton	0.30	Telephone conference with J. Longmire re rent and APA matters.
08/26/20	Conor P. McNamara	1.00	Correspond with L. Roglen re second day orders.
08/31/20	Stephanie Cohen	0.20	Telephone conference with creditor re status update.
Total		5.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034145
Client Matter: 47030-17

In the Matter of Creditors' Committee Issues

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 12,972.00

Total legal services rendered

\$ 12,972.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David L. Eaton	3.90	1,635.00	6,376.50
Jaimie Fedell	1.00	1,085.00	1,085.00
Katie Jakola, P.C.	1.70	1,425.00	2,422.50
Kimberly Love	2.10	435.00	913.50
Gary M. Vogt	0.50	445.00	222.50
John R. Worth	1.60	1,220.00	1,952.00
TOTALS	10.80		\$ 12,972.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	David L. Eaton	0.50	Telephone conference with J. Marines re case status and committee role.
08/12/20	Katie Jakola, P.C.	0.50	Correspond with team re Committee formation and next steps.
08/13/20	Katie Jakola, P.C.	0.20	Correspond with K&E team re Committee meeting, case status and next steps.
08/14/20	David L. Eaton	1.10	Prepare for and attend telephone conference with Committee re case status and significant issues.
08/14/20	Jaimie Fedell	1.00	Attend telephone conference with K&E team re Committee introduction call (.3); telephone conference with Cooley, K&E team re case introduction (.7).
08/14/20	Katie Jakola, P.C.	1.00	Prepare for and participate in conference with Committee re case status (.5); correspond with K&E team re same (.1); review and analyze materials re same (.1); correspond re interviews and information requests (.3).
08/14/20	John R. Worth	0.80	Participate in telephone conference with Committee counsel and K&E team (.7); conference with K. Jakola re same (.1).
08/19/20	David L. Eaton	0.80	Review budget material for committee (.2); telephone conference with T. Foundry, Committee counsel re special investigation status (.6).
08/19/20	David L. Eaton	0.70	Telephone conference with Committee counsel, K. Jakola, J. Fedell re lease dispute, case administration and cash collateral.
08/26/20	David L. Eaton	0.80	Telephone conference with E. Lazerowitz, J. Fedell re cash collateral order.
08/31/20	Kimberly Love	2.10	Conference with J. Worth re site for use with Cooley team (.2); conference with G. Vogt re same (.6); review and organize materials for Cooley (.9); conference with K&E team re same (.4).
08/31/20	Gary M. Vogt	0.50	Review, coordinate matters re production of data room materials to Cooley.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034145

Le Tote

Matter Number:

47030-17

Creditors' Committee Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/20	John R. Worth	0.80	Correspond with Cooley re access to virtual data room (.5); coordinate access for Cooley to virtual data room with K. Love and G. Voyt (.3).
Total		10.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034144
Client Matter: 47030-18

In the Matter of Employee Issues

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 24,230.00

Total legal services rendered

\$ 24,230.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephanie Cohen	7.00	845.00	5,915.00
David L. Eaton	1.10	1,635.00	1,798.50
Jaimie Fedell	9.40	1,085.00	10,199.00
Annemarie Mierzejewski	2.00	845.00	1,690.00
Rohit Nafday	3.50	1,195.00	4,182.50
Laura Saal	1.00	445.00	445.00
TOTALS	24.00		\$ 24,230.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/20	Annemarie Mierzejewski	1.00	Review and revise key executive incentive plan.
08/03/20	Rohit Nafday	2.10	Draft key executive incentive plan (1.9); telephone conference with J. Fedell re same (.2).
08/04/20	Rohit Nafday	0.30	Review and revise KEIP (.2); correspond with A. Mierzejewski re same (.1).
08/05/20	Rohit Nafday	0.70	Review and revise KEIP (.6); correspond with J. Fedell re same (.1).
08/06/20	Rohit Nafday	0.40	Review and revise KEIP.
08/10/20	Stephanie Cohen	3.40	Revise bar date motion, order, publication notice (1.4); revise KEIP motion, declaration (2.0).
08/13/20	Annemarie Mierzejewski	1.00	Review and revise asset purchase agreement re employee and executive compensation matters.
08/17/20	Laura Saal	0.50	Research precedent re supplemental declaration re wages.
08/20/20	Jaimie Fedell	1.80	Review, revise supplemental wages declaration (1.5); correspond with Company re same (.3).
08/23/20	Jaimie Fedell	0.70	Conference with K&E, Company team re rent issues.
08/28/20	Stephanie Cohen	2.20	Revise KEIP motion (1.9); correspond with J. Fedell, Company re same (.3).
08/28/20	David L. Eaton	1.10	Review and revise KEIP motion (.8); telephone conferences with J. Fedell re KEIP motion (.3).
08/28/20	Jaimie Fedell	5.70	Review and revise KEIP motion (3.9); review and analyze precedent re same (1.8).
08/28/20	Laura Saal	0.50	Research precedent re KEIP motions and order.
08/29/20	Jaimie Fedell	0.50	Correspond with BRG re KEIP motion.
08/30/20	Jaimie Fedell	0.70	Review and revise KEIP motion.
08/31/20	Stephanie Cohen	1.40	Revise KEIP motion (.9); telephone conferences with Nfluence re auction, bidding matters (.5).

Total 24.00

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034143
Client Matter: 47030-19

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 256,505.00

Total legal services rendered

\$ 256,505.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kara Eileen Cheever	9.80	970.00	9,506.00
Stephanie Cohen	21.00	845.00	17,745.00
Lizbeth Cordova	14.60	740.00	10,804.00
David L. Eaton	25.90	1,635.00	42,346.50
Justin C. Elliott	14.40	1,195.00	17,208.00
Jaimie Fedell	59.50	1,085.00	64,557.50
Hannah Geis	12.80	725.00	9,280.00
John Thomas Goldman	12.00	1,195.00	14,340.00
Katie Jakola, P.C.	4.70	1,425.00	6,697.50
Sohil Khurana	2.80	845.00	2,366.00
Amanda M. Milhet	0.20	1,105.00	221.00
Prentis Robinson	2.30	740.00	1,702.00
Laura Saal	1.70	445.00	756.50
John R. Worth	27.30	1,220.00	33,306.00
Samuel Zaretsky	26.60	965.00	25,669.00
TOTALS	235.60		\$ 256,505.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	John R. Worth	1.20	Review and revise draft declaration of R. Duffy (.2); review draft slide presentation for first day hearing (.5); review and revise draft information request tracker and confer with K. Cheever re assessment of same and logistics for producing to Katten (.5).
08/03/20	Lizbeth Cordova	1.20	Analyze section 365(f) effect on lease documents.
08/03/20	David L. Eaton	0.50	Telephone conference with J. Longmire, J. Korn re CMBS dispute (.3); correspond with Otterbourg, Choate re CMBS dispute (.2).
08/03/20	John Thomas Goldman	1.00	Correspond and telephone conference re CMBS issues and HBC indemnity.
08/03/20	Samuel Zaretsky	0.20	Correspond with Company re status of put and calls.
08/04/20	David L. Eaton	3.10	Correspond with J. Longmire re rent issues (.2); telephone conferences with S. Serajeddini, K. Jakola, J. Worth, J. Goldman re CMBS lease and HBC related matters and strategy (1.5); telephone conference with D. Fiorillo, K. Simard re CMBS lease dispute (.5); review lessor related documents and correspondence (.9).
08/04/20	David L. Eaton	2.40	Telephone conference with J. Longmire, D. Drews, S. Serajeddini, J. Fedell re HBC APA related issues (1.5); review correspondence and documents from CMBS Trust re same (.9).
08/04/20	Jaimie Fedell	7.90	Correspond and telephone conferences with K&E, Company, JMBS, Choate, Otterbourg, Willkie teams re CMBS issues (3.9); review, analyze documentation re same (1.7); research re executory contract enforceability issues (2.3).
08/04/20	John Thomas Goldman	5.00	Correspond and telephone conferences re CMBS collateral and lease/ matters (2.0); review related agreements re same (1.0); review and discuss state by state lien vs title theory and related issues (1.0); review and discuss HBC comfort letter (1.0).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	Katie Jakola, P.C.	1.70	Prepare for and participate in multiple conferences with K&E team and other stakeholders re rent issues (1.2); review and analyze materials re same (.5).
08/04/20	John R. Worth	8.00	Correspond with K&E team and counsel for HBC re rent payment matters(1.0); correspond with K&E team re re enforcement of rent payment obligation (1.6); research caselaw and review lease agreements, transaction agreements and correspondence re same (3.9); prepare for and correspond with internal team and J. Jakola re strategy in light of same (1.5).
08/04/20	Samuel Zaretsky	6.50	Telephone conference with J. Fedell, J. Goldman, D. Eaton and K. Jakola re CMBS loan (.5); correspond with same re identifying states that follow title vs. lien theory (.5); correspond with L. Cordova and C. Smith re same (1.0); review and analyze state-specific summaries on state is title vs. lien theory (4.5).
08/05/20	Kara Eileen Cheever	3.00	Research trust and lien theory of mortgages under various states' laws.
08/05/20	Kara Eileen Cheever	0.80	Telephone conferences with J. Elliot, K&E team re rent and mortgage issues.
08/05/20	Kara Eileen Cheever	1.30	Telephone conferences with K&E team re rent and mortgage issues.
08/05/20	Stephanie Cohen	3.60	Draft 365(d)(34) motion.
08/05/20	Lizbeth Cordova	2.80	Review mortgage documents for subordination provisions (1.5); telephone conferences with K&E real estate and litigation teams re same (1.3).
08/05/20	David L. Eaton	2.20	Prepare correspondence to K. Jakola, J. Goldman re lease strategy (.3); correspond with Company re lease issues (.1); telephone conference with M. Van Den Berg (.4); research re compelling executory contract performance (.5); telephone conference with J. Longmire re lease and other HBC related issues (.4); correspond with M. Van Den Berg re TSA contract (.2); conference with J. Fedell re executory contract research (.2); review correspondence re lease from N. De Lancie (.1).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/05/20	David L. Eaton	0.80	Telephone conference with J. Elliot, J. Worth re CMBS lease issues.
08/05/20	Justin C. Elliott	6.60	Telephone conference with J. Goldman and S. Zaretsky re lease issues (.5); telephone conference with K&E litigation team re rent and mortgage matters (.5); review lease and loan documents (3.6); prepare summary of key findings re same (.8); prepare responses to K&E litigators questions re same (1.2).
08/05/20	Jaimie Fedell	8.50	Multiple telephone conferences with K&E, Otterbourg, Choate, Willkie teams re CMBS issues (3.2); research re executory contract enforceability issues (3.5); review, revise 365(d)(3) motion (1.8).
08/05/20	Hannah Geis	3.60	Prepare for and attend telephone conference with J. Worth and K. Cheever re rent payment obligation issue (.4); prepare, attend telephone conference with K&E litigation and real estate teams re rent payment obligation (.8); attend telephone conference with K&E litigation team re same (.5); prepare for and attend telephone conference with Willkie and K&E teams re rent payment obligation (.6); attend telephone conference with K&E real estate and litigation teams re Willkie team and issues to research (.3); review loan agreement and relevant provisions from other loan documents (1.0).
08/05/20	John Thomas Goldman	3.00	Prepare, telephone conference with K&E litigation and restructuring teams re CMBS, /rent issues (1.0); review and correspond with K&E team re next steps and CMBS and lease documents (3.0).
08/05/20	Samuel Zaretsky	6.00	Telephone conferences with K&E restructuring team re CMBS lender letter (1.0); telephone conference and correspondence with J. Elliott re same (.3); review and analyze SNDA (1.0); preparesummary re same (3.7).
08/06/20	Kara Eileen Cheever	3.00	Research issues re assignment of mortgages (1.4); draft summary re same (1.6).
08/06/20	Kara Eileen Cheever	0.40	Telephone conference with K&E team re issue re assignment of mortgages.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/20	Stephanie Cohen	2.60	Revise 364(d)(3) motion (2.0); prepare motion to expedite re same (.6).
08/06/20	Lizbeth Cordova	0.50	Review lease documents re assignment of rents and leases provisions.
08/06/20	David L. Eaton	2.50	Review, revise 365(d)(3) lease motion (1.6); telephone conference with J. Worth, J. Fedell re lease issues (.8); telephone conference with D. Fiorillo, K. Simard re lease dispute update (.5).
08/06/20	David L. Eaton	1.00	Telephone conference with J. Fedell re 365(d)(3) motion (.5); telephone conference with S. Serajeddini re lease litigation strategy (.5).
08/06/20	Justin C. Elliott	2.70	Conferences with K&E team re litigation strategy and defenses (1.9); correspond with Willkie re lease matters (.2); review loan documents in connection with development of strategy and defenses (.6).
08/06/20	Justin C. Elliott	1.30	Review proposed side letter and underlying lease documents (1.1); correspond with S. Zaretsky re review and approach (.2).
08/06/20	Jaimie Fedell	7.40	Telephone conference with Willkie, K&E team re CMBS issue (.5); telephone conferences with D. Eaton, K&E team re same (.8); research re executory contract enforceability issues (3.1); review, revise 365(d)(3) motion (2.5); conference with K&E team, Company re side letters (.5).
08/06/20	Hannah Geis	8.80	Research re rent payment issue and analyze loan documents re same (3.9); prepare for and participate in telephone conferences with K&E team re rent payment issue (1.4); draft memorandum re rent payment issue (3.5).
08/06/20	John Thomas Goldman	1.00	Correspond and telephone conference re lease diligence and Company questions.
08/06/20	Katie Jakola, P.C.	1.00	Correspond with K&E team re lease issues (.4); review and analyze materials re same (.6).
08/06/20	Amanda M. Milhet	0.20	Correspond re tax modeling for asset sales.
08/06/20	Laura Saal	0.80	Prepare motion to expedite hearing re 365(d)(3) motion.
08/06/20	Laura Saal	0.40	Review and revise KEIP motion re postpetition updates.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/20	John R. Worth	10.50	Correspond with K&E restructuring, litigation and real estate teams re rent payment and assignment issue (.7); correspond with K. Cheever and H. Geis re same (1.0); review prior rent payment memorandum and background re assignment issue (2.5); research caselaw re assignment of rents and leases (2.0); prepare response to Wilmington Trust re rent payment and assignment obligations and circulate same to K&E team (2.5); review and revise memorandum re assignment of rents and leases and the right of a CMBS to stand in the shoes of defaulting landlord with respect to the collection of rents and confer with K. Cheever and H. Geis re same (1.8).
08/06/20	Samuel Zaretsky	0.80	Prepare for and participate in telephone conference with D. Eaton, J. Elliott and J. Worth re CMBS lender letter (.5); correspond with Willkie re SNDA mechanics (.3).
08/06/20	Samuel Zaretsky	2.30	Review side letter (.5); correspond with J. Elliott and J. Goldman re same (1.5); telephone conference with J. Fedell re same (.3).
08/07/20	Kara Eileen Cheever	0.50	Telephone conference re assignment of mortgages.
08/07/20	Kara Eileen Cheever	0.80	Correspond with K&E team re issues and strategy re assignment of mortgage issue.
08/07/20	Lizbeth Cordova	0.50	Review lease documents for assignment of rents and leases provisions.
08/07/20	David L. Eaton	3.00	Review response to Wilmington Trust re lease issues (.3); telephone conference with J. Longmire, J. Worth, E. Kremer, J. Fedell re lease obligation issues (1.8); telephone conference with K. Jakola, J. Worth, S. Serajeddini re lease litigation strategy (.5); revise 365(d)(3) motion (.2); correspond with J. Longmire, E. Kremer re lease payments (.2).
08/07/20	David L. Eaton	0.50	Telephone conference with N. De Lancie, R. Kaplan, J. Fedell re lease litigation matters.

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/20	Justin C. Elliott	1.30	Prepare, conferences with J. Worth and K&E litigation and restructuring teams re litigation strategy and real estate related questions (.8); prepare response to proposed litigation strategy (.3); correspond re same (.2).
08/07/20	Justin C. Elliott	0.80	Correspond with K&E team re landlord's proposed lease amendment (.6). prepare language for lease amendment (.2).
08/07/20	Jaimie Fedell	3.90	Telephone conference with JMBM team re CMBS issues (.3); telephone conference with K&E team re same (.7); research re executory contract issues (1.5); coordinate filing of 365(d)(3) motion (.3); review, revise side letter (.6); correspond with K&E team re same (.5).
08/07/20	Hannah Geis	0.40	Participate in telephone conference with J. Worth re next steps re rent payment issue.
08/07/20	Katie Jakola, P.C.	2.00	Prepare for and participate in conferences with K&E team re lease issues, investigation status and next steps (1.2); review and analyze materials re same (.5); correspond with team re same (.3).
08/07/20	John R. Worth	3.70	Correspond with D. Eaton re rent payment issue and strategy (.4); correspond with K. Jakola re same (.2); research adversary proceedings re determination of property interests (1.4); review and revise draft legal memorandum re lease assignment and rent payment issue and confer with H. Geis and K. Cheever re same (1.2); attend telephone conference with K&E restructuring, real estate and litigation teams re rent payment issue and strategy (.5).
08/07/20	Samuel Zaretsky	2.00	Draft and revise action items as to side letter and lease review (1.3); correspond with J. Elliott and J. Fedell re same (.7).
08/10/20	Lizbeth Cordova	1.00	Review lease agreement.
08/10/20	David L. Eaton	0.70	Telephone conference with M. Van Den Berg re lease objections and strategy (.4); telephone conference with S. Serajeddini re lease disputes (.3);.
08/10/20	Samuel Zaretsky	0.70	Review and analyze assignment and assumption of leases (.2); prepare response to same (.5).

Legal Services for the Period Ending August 31, 2020

Invoice Number:

1050034143

Le Tote

Matter Number:

47030-19

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/20	Stephanie Cohen	0.80	Review APA re lease matters(.5); conference with S. Zaretsky, K&E real estate team re same (.3).
08/11/20	Lizbeth Cordova	1.10	Organize real estate due diligence.
08/11/20	Justin C. Elliott	0.30	Correspond with K&E team and counsel for Mazza Family Friendship Heights LLC re questions from R. Lear (.1); correspond with K&E team re restructuring related open items (.2).
08/11/20	John Thomas Goldman	1.00	Correspond and telephone conference re lease issues and diligence questions.
08/11/20	Samuel Zaretsky	0.50	Telephone conference with S. Cohen re ground landlord query (.3); correspond with counsel for ground landlord re same (.2).
08/12/20	Stephanie Cohen	2.00	Telephone conference with K&E real estate re lease matters (.4); review leases, APA re financed store information (.4); correspond with K&E real estate team re same (.1); revise assumption/rejection procedures motion, correspond with Kutak, J. Fedell re same (1.1).
08/12/20	Lizbeth Cordova	3.30	Organize real estate due diligence (1.5); review lease documents (1.8).
08/12/20	Justin C. Elliott	0.50	Telephone conference with counterparty re lease matter (.4); conference with K&E team re follow up and strategy discussion re same (.1).
08/12/20	Jaimie Fedell	0.50	Review, revise assumption/rejection procedures motion (.3); correspond with review parties re same (.2).
08/12/20	Samuel Zaretsky	0.80	Prepare for and participate in telephone conference with J. Elliott and Chevy Chase landlord.
08/12/20	Samuel Zaretsky	2.50	Draft diligence review open items (.5); prepare for and participate in telephone conference with Holland & Knight re Chevy Chase landlord queries (.5); correspond with L. Cordova re ground lease review potential action items and next steps (.5); correspond with J. Elliott and J. Goldman re ground lease review confirmatory items (1.0).
08/13/20	Lizbeth Cordova	2.50	Organize real estate due diligence (1.5); review lease documents (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/20	Lizbeth Cordova	0.30	Analyze impact of potential purchaser's structure on real estate.
08/14/20	David L. Eaton	0.40	Telephone conference with J. Fedell re APA issues (.2); conference with J. Fedell re lease issues (.2).
08/14/20	Jaimie Fedell	0.30	Conference with K&E real estate team re lease issues.
08/15/20	John R. Worth	1.50	Prepare draft motion to compel rent payment.
08/16/20	John R. Worth	2.40	Prepare draft motion to compel rent payment (1.8); review same and circulate to K&E team for review and comment (.6).
08/17/20	David L. Eaton	1.00	Review correspondence from and telephone conference with N. De Lancie re lease issues (.5); telephone conference with M. Shaffer re APA (.2); review, comment on lease side letter (.3).
08/17/20	Sohil Khurana	0.50	Telephone conference with S. Zaretsky re next steps and real estate issues (.3); correspond with L. Cordova re same (.2).
08/18/20	David L. Eaton	1.70	Telephone conference with S. Serajeddini re HBC rent and TSA payment issues (.3); telephone conference with J. Longmire, D. Drewes, K. Jakola re rent and plan related issues (.5); telephone conferences with K. Jakola re lease and rent issues (.9).
08/18/20	Jaimie Fedell	0.50	Telephone conference with K&E, Willkie team re lease issues.
08/19/20	Stephanie Cohen	0.30	Correspond and conference with J. Fedell, counterparty re 365(d)(3) motion.
08/19/20	David L. Eaton	2.10	Telephone conference with J. Longmire, J. Korn, K. Jakola re lease issues (.6); telephone conference with J. Longmire re same (.2); telephone conference with J. Worth, J. Fedell, S. Serajeddini re lease dispute strategy (.4); telephone conference with N. DeLancie, R. Murphy, K. Jakola re CMBS sale objection and lease matters (.5); telephone conference with M. Van Den Berg re lease disputes and strategy, creditor communications (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/19/20	Jaimie Fedell	3.00	Telephone conference with Willkie, K&E team re rent issues (.5); conference with K&E, CMBS trust re same (.8); multiple conferences with K&E team re same (1.0); correspond with K&E team re landlord objections to second day papers (.7).
08/20/20	Lizbeth Cordova	0.20	Analyze correspondence re real estate issues.
08/20/20	David L. Eaton	0.40	Telephone conference with Company and B. Witherell re response to HBC inquiries.
08/20/20	Justin C. Elliott	0.60	Review master leases re severability and assignability (.5); correspond with K&E team re same (.1).
08/20/20	Jaimie Fedell	2.70	Multiple conferences with K&E, Willkie, trust counsel re rent issues (1.7); review, analyze CMBS trust objection (1.0).
08/20/20	Jaimie Fedell	1.20	Research re store closing replies (.7); conference with B. Gage re same (.5).
08/20/20	John Thomas Goldman	0.50	Correspond with S. Zaretsky, K&E team re landlord communications.
08/20/20	Sohil Khurana	0.30	Review and prepare schedule and provide list of stores re same (.2); correspond re same with L. Cordova and A. Gottlieb (.1).
08/20/20	Samuel Zaretsky	0.50	Review, and correspond with J. Elliott, J. Goldman and L. Cordova re correspondence from Chevy Chase landlord (.3); correspond with J. Elliott and J. Fedell re master lease severability (.2).
08/21/20	Stephanie Cohen	2.50	Research precedent re 365(d)(3) (1.1); draft 365(d)(3) reply (1.4).
08/21/20	David L. Eaton	1.30	Telephone conferences with J. Longmire re lease disputes (.6); telephone conference with Company re lease disputes (.4); review HBC correspondence re rent payments and management comments (.3).
08/21/20	Jaimie Fedell	1.70	Telephone conference with K&E team, CMBS trust re objections to second day pleadings (1.0); prepare for same (.7).
08/21/20	Laura Saal	0.50	Research precedent re 365(d)(3) reply.
08/22/20	Jaimie Fedell	0.30	Conference with B. Gage re consultant reply.
08/22/20	John Thomas Goldman	0.50	Correspond re TSA and Katten follow up interview.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/20	David L. Eaton	1.00	Telephone conferences with J. Longmire re HBC lease issues.
08/24/20	Stephanie Cohen	3.40	Revise omnibus 365(d)(3) reply (3.2); telephone conference with J. Fedell re same (.2).
08/24/20	Lizbeth Cordova	1.20	Review lease agreements.
08/24/20	David L. Eaton	1.00	Telephone conference with T. Foudy, K. Jakola, J. Fedell re HBC rent obligations.
08/24/20	Justin C. Elliott	0.30	Review lease provisions and correspond with J. Fedell re landlord objections to rent deferral motions.
08/24/20	Jaimie Fedell	7.80	Telephone conference with K&E team re CMBS trust pre-call (.4); conference with K&E team, CMBS Trust counsel re litigation schedule (.5); conference with K&E, Katten team re same (1.0); review, revise 365(d)(3) order (1.7); review, analyze objections to same (1.8); correspond with K&E real estate team re same (.6); review, revise store closing reply (1.8).
08/24/20	Sohil Khurana	0.50	Prepare chart re landlord rent deferral motion objections (.3); correspond re same with L. Cordova and S. Zaretsky (.2).
08/24/20	Samuel Zaretsky	1.50	Review and analyze real estate review request re landlord objections (.5); correspond with L. Cordova and S. Khurana re same (.2); review and comment on review chart (.8).
08/25/20	Stephanie Cohen	3.90	Revise 365(d)(3) reply (3.0); correspond and conferences with J. Fedell, D. Eaton re same (.9).
08/25/20	Jaimie Fedell	4.70	Review, revise store closing order (.7); telephone conferences with K&E team re same (.8); correspond, conference with landlord counsel re various objections (1.5); review, revise reply to rent deferral motion (1.7).
08/25/20	Jaimie Fedell	1.50	Telephone conference with K&E, Company team re standing management telephone conference (1.0); telephone conference with S. Cohen, C. McNamara, P. Robinson re priority workstreams (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/25/20	Sohil Khurana	1.50	Review third-party leases for third-party beneficiary rights (.8); review master lease re same (.5); correspond re same with S. Zaretsky and L. Cordova (.2).
08/25/20	Prentis Robinson	1.40	Review, revise assumption/rejection procedures order (1.2); correspond and telephone conference with J. Fedell re same (.2).
08/25/20	Samuel Zaretsky	2.30	Review and analyze third-party beneficiary provisions (1.5); correspond with L. Cordova and S. Khurana re same (.3); review and analyze applicable leases (.5).
08/26/20	Stephanie Cohen	1.90	Revise 365(d)(3) reply.
08/26/20	Jaimie Fedell	1.10	Telephone conference with Willkie, K&E team re CMBS trust dispute (.5); telephone conferences with K&E team re same (.6).
08/26/20	Prentis Robinson	0.90	Review, revise assumption/rejection procedures order (.7); correspond with J. Fedell re same (.2).
08/27/20	Jaimie Fedell	2.80	Correspond with multiple parties re rent deferral order (.5); review, revise store closing order (1.5); telephone conference with B. Gage re same (.1); correspond with multiple parties re same (.7).
08/27/20	Jaimie Fedell	2.70	Review, revise assumption and rejection procedure order (.5); telephone conferences with P. Robinson re same (.7); correspond with N. de Lancie, landlord's counsel re same (1.5).
08/31/20	David L. Eaton	0.30	Review lease amendments.
08/31/20	Jaimie Fedell	1.00	Correspond with N. de Lancie re master lease amendments (.2); research re same (.8).
Total		235.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034142
Client Matter: 47030-20

In the Matter of Hearings

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 87,749.50

Total legal services rendered

\$ 87,749.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kara Eileen Cheever	0.90	970.00	873.00
Stephanie Cohen	11.50	845.00	9,717.50
David L. Eaton	14.10	1,635.00	23,053.50
Jaimie Fedell	15.40	1,085.00	16,709.00
Amanda Gottlieb	0.70	845.00	591.50
Katie Jakola, P.C.	8.30	1,425.00	11,827.50
Conor P. McNamara	8.50	845.00	7,182.50
Prentis Robinson	3.90	740.00	2,886.00
Laura Saal	0.50	445.00	222.50
Steven N. Serajeddini, P.C.	3.70	1,345.00	4,976.50
Marshall P. Shaffer	2.00	1,195.00	2,390.00
John R. Worth	6.00	1,220.00	7,320.00
TOTALS	75.50		\$ 87,749.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/20	Kara Eileen Cheever	0.90	Telephone conference re first day declaration and hearing.
08/03/20	Stephanie Cohen	4.00	Prepare for, telephonically attend first day hearing.
08/03/20	Stephanie Cohen	0.60	Telephone conference with Company, K&E team re first day hearing preparation.
08/03/20	David L. Eaton	5.10	Prepare for first day hearing (3.0); participate in first day hearing (2.1).
08/03/20	Jaimie Fedell	4.90	Prepare for first day hearing (2.9); attend first day hearing (2.0).
08/03/20	Katie Jakola, P.C.	6.30	Prepare for and participate in conference with E. Kremer and K&E team re preparation for first day hearing (1.0); review and analyze materials re same (.4); prepare for and participate in conference with B. Duffy re same (.5); review and analyze materials re same (.7); prepare for and participate in first day hearing (2.0); review and analyze motions and other submissions by the parties re same (1.2); correspond with K&E team re same and rent issues (.5).
08/03/20	Conor P. McNamara	8.50	Review, revise first day hearing presentation (3.9); draft, revise first day hearing talking points (2.2); correspond with J. Fedell, S. Serajeddini re presentation and talking points (.4); telephonically attend first day hearing (2.0).
08/03/20	Prentis Robinson	3.90	Prepare for and attend first day hearing.
08/03/20	Steven N. Serajeddini, P.C.	3.70	Prepare for and attend first day hearing.
08/03/20	John R. Worth	3.50	Participate in telephone conference with R. Duffy re declaration re cash collateral (.5); participate in telephone conference with E. Kremer re first day declaration (1.0); attend first day hearing (2.0).
08/12/20	David L. Eaton	0.50	Telephone conference with J. Fedell re professional retentions, 2nd day hearing.
08/12/20	Amanda Gottlieb	0.70	Review and revise interim compensation motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/20	David L. Eaton	0.70	Telephone conference with J. Fedell re 2nd day hearing preparation (.5); correspond with Committee re 2nd day hearing matters (.2).
08/25/20	Stephanie Cohen	0.30	Correspond with Kutak, J. Fedell, Company re second day hearing preparation.
08/26/20	Stephanie Cohen	2.70	Prepare talking points for second day hearing (1.8); prepare final orders re same (.9).
08/26/20	Jaimie Fedell	6.00	Review, revise talking points re cash collateral, bid procedures, rent deferral motions (2.7); prepare talking points re store closing, assumption and rejection procedures (2.8); conference with K. Jakola, D. Eaton, J. Worth re hearing preparation (.5).
08/27/20	Stephanie Cohen	3.90	Prepare for and telephonically attend second day hearing.
08/27/20	David L. Eaton	7.80	Attend hearing re second day motions (2.2); prepare for same (5.6).
08/27/20	Jaimie Fedell	4.50	Attend second day hearing (2.0); revise talking points (2.5).
08/27/20	Katie Jakola, P.C.	2.00	Prepare for and participate in hearing.
08/27/20	Marshall P. Shaffer	2.00	Attend second day hearing.
08/27/20	John R. Worth	2.50	Prepare for and attend second day hearing.
08/28/20	Laura Saal	0.50	Correspond with J. Fedell re second day hearing transcript (.2); correspond with Kutak re same (.3).
Total		75.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034141
Client Matter: 47030-22

In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 34,795.50

Total legal services rendered

\$ 34,795.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Molly T. Boyd	2.50	740.00	1,850.00
Stephanie Cohen	1.50	845.00	1,267.50
David L. Eaton	2.80	1,635.00	4,578.00
Jaimie Fedell	1.30	1,085.00	1,410.50
Steven N. Serajeddini, P.C.	19.10	1,345.00	25,689.50
TOTALS	27.20		\$ 34,795.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	Molly T. Boyd	2.50	Review and revise disclosure statement (1.5); review plan and correspond with J. Fedell re same (1.0).
08/03/20	Steven N. Serajeddini, P.C.	1.50	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.9); review and analyze same (.6).
08/04/20	Steven N. Serajeddini, P.C.	3.10	Correspond and telephone conference with K&E team, advisors, Company re plan revisions (1.7); review and analyze same (1.4).
08/05/20	Steven N. Serajeddini, P.C.	2.10	Correspond and telephone conference with K&E team, advisors, Company re plan issues (1.2); review and analyze same (.9).
08/06/20	Steven N. Serajeddini, P.C.	1.20	Correspond and telephone conference with K&E team, advisors, Company re plan revisions (.7); review and analyze same (.5).
08/07/20	David L. Eaton	0.20	Telephone conference with S. Serajeddini re Plan revisions.
08/09/20	Steven N. Serajeddini, P.C.	0.80	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.6); review and analyze same (.2).
08/10/20	David L. Eaton	1.30	Telephone conference with S. Serajeddini re Plan revisions (.3); telephone conference with J Fedell re Plan revisions (.4); review plan documents for revisions re waterfall treatment (.6).
08/10/20	Jaimie Fedell	0.60	Research re plan administrative claim provision (.4); correspond with D. Eaton re same (.2).
08/13/20	Steven N. Serajeddini, P.C.	0.90	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.5); review and analyze same (.4).
08/17/20	David L. Eaton	0.50	Telephone conference with S. Serajeddini re HBC issues and strategy (.5).
08/18/20	Steven N. Serajeddini, P.C.	1.20	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.7); review and analyze same (.5).
08/21/20	Stephanie Cohen	0.30	Research precedent DS motions and orders (.1); revise order re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/20	Steven N. Serajeddini, P.C.	1.10	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.7); review and analyze same (.4).
08/23/20	Steven N. Serajeddini, P.C.	1.20	Correspond and telephone conference with K&E team re disclosure statement timing (.4); review and analyze same (.8).
08/24/20	Steven N. Serajeddini, P.C.	0.90	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.5); review and analyze same (.4).
08/25/20	Steven N. Serajeddini, P.C.	1.40	Correspond and telephone conference with K&E team, advisors, Company re plan issues (1.1); review and analyze same (.3).
08/27/20	Steven N. Serajeddini, P.C.	1.40	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.9); review and analyze same (.5).
08/28/20	Steven N. Serajeddini, P.C.	1.20	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.4); review and analyze same (.8).
08/30/20	David L. Eaton	0.40	Telephone conference with J. Fedell re Disclosure Statement scheduling and related issues.
08/30/20	Jaimie Fedell	0.40	Conference with D. Eaton re DS hearing timing.
08/31/20	Stephanie Cohen	1.20	Revise DS order exhibits (1.0); correspond with Kutak, J. Fedell re same (.2).
08/31/20	David L. Eaton	0.40	Telephone conference with A. Berro re Disclosure Statement comments (.2); telephone conference with J. Fedell re Disclosure Statement extension and responses (.2).
08/31/20	Jaimie Fedell	0.30	Conference with Willkie team re disclosure statement.
08/31/20	Steven N. Serajeddini, P.C.	1.10	Correspond and telephone conference with K&E team, advisors, Company re plan issues (.7); review and analyze same (.4).
Total		27.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034140
Client Matter: 47030-23

In the Matter of Regulatory Issues

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 5,709.50

Total legal services rendered

\$ 5,709.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amanda M. Milhet	0.80	1,105.00	884.00
Aaron J. Newell	0.80	1,085.00	868.00
Marshall P. Shaffer	2.00	1,195.00	2,390.00
Kurt J. Wunderlich	1.90	825.00	1,567.50
TOTALS	5.50		\$ 5,709.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	Kurt J. Wunderlich	0.50	Correspond with W. Halaby re Hart-Scott-Rodino filing analysis.
08/05/20	Amanda M. Milhet	0.80	Analyze tax issues re proposed bid (.5); correspond with K&E team re tax proposed bid tax issues and tax modeling (.3).
08/05/20	Marshall P. Shaffer	2.00	Participate in telephone conference with working group re letters of interest (.5); participate in telephone conference with Board re bid packages (.4); correspond and analyze re Hart-Scott-Rodino issues (.6); review of bid package, materials(.5).
08/05/20	Kurt J. Wunderlich	0.30	Analyze Hart-Scott-Rodino filing.
08/11/20	Kurt J. Wunderlich	0.10	Correspond with K. Laugel re Hart-Scott-Rodino filing analysis.
08/12/20	Aaron J. Newell	0.50	Review and revise updated bid draft purchase agreement (.4); telephone conference with K&E team re revisions to draft purchase agreement (.1).
08/12/20	Kurt J. Wunderlich	0.50	Correspond with W. Halaby re Hart-Scott-Rodino filing analysis.
08/13/20	Kurt J. Wunderlich	0.50	Telephone conference and correspond with W. Halaby re Hart-Scott-Rodino filing analysis.
08/20/20	Aaron J. Newell	0.30	Review updated draft purchase agreement.
Total		5.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034139
Client Matter: 47030-24

In the Matter of K&E Retention and Fee Matters

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 69,688.50

Total legal services rendered

\$ 69,688.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael Y. Chan	22.50	265.00	5,962.50
Stephanie Cohen	1.50	845.00	1,267.50
Jaimie Fedell	8.70	1,085.00	9,439.50
Susan D. Golden	1.00	1,175.00	1,175.00
Eric Nyberg	1.00	265.00	265.00
Prentis Robinson	62.70	740.00	46,398.00
Laura Saal	0.40	445.00	178.00
Elaine Santucci	7.50	395.00	2,962.50
Amy Zayed	7.70	265.00	2,040.50
TOTALS	113.00		\$ 69,688.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/20	Prentis Robinson	1.90	Review and revise billing memorandum (.7); prepare correspondence re same (.5); correspond with K&E team re same (.7).
08/05/20	Prentis Robinson	4.50	Draft K&E retention application (2.5); review precedent re same (.8); review and analyze conflicts reports re same (1.2).
08/05/20	Elaine Santucci	2.20	Research and analyze disclosure of creditors.
08/06/20	Prentis Robinson	3.00	Revise K&E retention application (2.2); review precedent re same (.8).
08/06/20	Laura Saal	0.40	Review and revise K&E retention application re post-petition edits.
08/06/20	Elaine Santucci	2.50	Research and analyze disclosure of creditors.
08/07/20	Michael Y. Chan	2.50	Organize and prepare parties re conflicts searching for creditors/entities.
08/07/20	Stephanie Cohen	1.10	Correspond with P. Robinson re K&E retention application (.2); review, revise re same (.9).
08/07/20	Jaimie Fedell	1.70	Review, revise K&E retention application (1.0); correspond with K&E team re same (.7).
08/07/20	Prentis Robinson	7.00	Review and revise K&E retention application (2.7); review precedent re same (.4); correspond with J. Fedell re same (.3); review and analyze conflict reports re same (2.1); prepare summary re same (1.5).
08/07/20	Elaine Santucci	1.80	Research and analyze disclosure of creditors.
08/08/20	Prentis Robinson	7.70	Review, revise K&E retention application (3.1); review and analyze conflicts reports re same (2.5); draft summary re same (2.1).
08/08/20	Elaine Santucci	1.00	Research and analyze disclosure of creditors in preparation.
08/08/20	Amy Zayed	1.50	Conduct analysis for disclosure of creditors/entities.
08/09/20	Michael Y. Chan	2.00	Organize and review disclosures re creditors/entities (1.0); organize and prepare parties for conflicts searching (1.0).
08/09/20	Jaimie Fedell	2.10	Review, revise K&E retention application (1.8); correspond with K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/20	Prentis Robinson	7.00	Review, revise K&E retention application (2.8); review precedent re same (.5); correspond with J. Fedell re same (.7); review, analyze conflicts reports (1.2); draft budget and staffing memorandum, materials re same (1.8).
08/10/20	Michael Y. Chan	2.50	Organize and prepare parties re conflicts searching re creditors/entities.
08/10/20	Jaimie Fedell	0.50	Review, revise K&E retention application.
08/10/20	Prentis Robinson	5.50	Review, revise K&E retention application (2.3); review, analyze conflicts reports re same (1.5); prepare summary re same (1.7).
08/10/20	Amy Zayed	2.70	Conduct analysis for disclosure of creditors/entities.
08/11/20	Michael Y. Chan	5.00	Organize and review disclosures relating to creditors/entities (3.9); analyze disclosure of creditors/entities (1.1).
08/11/20	Susan D. Golden	1.00	Review and revise K&E retention application.
08/11/20	Prentis Robinson	2.60	Review, revise K&E retention application (2.3); correspond with J. Fedell and K&E team re same (.3).
08/11/20	Prentis Robinson	0.80	Review, revise parties in interest list.
08/11/20	Amy Zayed	2.00	Analyze disclosure of creditors/entities.
08/12/20	Michael Y. Chan	8.00	Organize and prepare parties for conflicts searching re creditors/entities (1.5); research re creditors/entities (1.0); analyze disclosure of creditors/entities (2.0); organize and review disclosures re creditors/entities (1.5); prepare schedules re K&E declaration (1.5). review conflicts correspondence replies (.5).
08/12/20	Eric Nyberg	1.00	Draft and send request for contact correspondence.
08/12/20	Prentis Robinson	5.50	Review, revise K&E retention application (1.8); review, analyze conflict reports re same (1.4); draft summary re same (2.0); telephone conference with J. Fedell re same (.3).
08/12/20	Amy Zayed	1.50	Analyze disclosure re creditors/entities.
08/13/20	Michael Y. Chan	2.50	Organize and review disclosures relating to creditors/entities (1.1); draft schedules re declaration (.6); review conflicts correspondence replies (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/20	Prentis Robinson	5.00	Review, revise K&E retention application (2.0); telephone conference with J. Fedell re same (.2); review, analyze conflicts reports re same (1.3); draft summary re same (1.5).
08/14/20	Prentis Robinson	0.60	Review, revise K&E retention application (.4); correspond with J. Fedell re same (.2).
08/16/20	Prentis Robinson	0.20	Review, revise parties in interest list.
08/17/20	Prentis Robinson	0.90	Review, revise K&E retention application.
08/18/20	Prentis Robinson	1.20	Review, revise K&E retention application (1.0); correspond with S. Serajeddini re same (.2).
08/19/20	Stephanie Cohen	0.10	Revise K&E retention application.
08/19/20	Jaimie Fedell	1.50	Review, revise K&E retention application.
08/21/20	Stephanie Cohen	0.20	Revise K&E retention application.
08/21/20	Jaimie Fedell	0.70	Telephone conference with C. Husnick re K&E retention (.3); review, revise K&E retention application re same (.4).
08/23/20	Jaimie Fedell	1.00	Review, revise K&E retention application (.5); correspond with K&E team, Company re same (.5).
08/24/20	Prentis Robinson	4.50	Review, revise K&E retention application (3.3); correspond with J. Fedell and K&E team re same (.4); revise parties in interest list (.8).
08/30/20	Prentis Robinson	1.50	Review, revise K&E retention order.
08/31/20	Stephanie Cohen	0.10	Correspond with P. Robinson re conflicts.
08/31/20	Jaimie Fedell	1.20	Telephone conference with K&E team, Kutak team re retention applications (.5); correspond with K&E team re revisions to K&E retention application (.7).
08/31/20	Prentis Robinson	3.30	Review, revise K&E retention order (2.0); review precedent re same (1.1); correspond with C. Husnick, S. Golden re same (.2).
Total		113.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034138
Client Matter: 47030-25

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 38,082.00

Total legal services rendered

\$ 38,082.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stefan Atkinson, P.C.	1.00	1,275.00	1,275.00
Molly T. Boyd	1.80	740.00	1,332.00
Stephanie Cohen	16.10	845.00	13,604.50
David L. Eaton	1.90	1,635.00	3,106.50
Jaimie Fedell	5.30	1,085.00	5,750.50
Amanda Gottlieb	3.80	845.00	3,211.00
William Halaby III	0.50	1,035.00	517.50
Conor P. McNamara	3.80	845.00	3,211.00
Prentis Robinson	4.20	740.00	3,108.00
Laura Saal	2.10	445.00	934.50
Marshall P. Shaffer	1.70	1,195.00	2,031.50
TOTALS	42.20		\$ 38,082.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/20	Stefan Atkinson, P.C.	1.00	Analyze Nfluence engagement letter
08/04/20	William Halaby III	0.50	Telephone conference with M. Van Den Berg re Nfluence engagement letter.
08/06/20	Molly T. Boyd	1.00	Review and revise Stretto retention application (.8); correspond with K&E team re same (.2).
08/06/20	Stephanie Cohen	1.00	Review and revise Stretto retention application (.5); review and revise Nfluence retention application (.5).
08/06/20	David L. Eaton	0.80	Review Nfluence engagement letters (.4); conference with Company re same (.4).
08/06/20	Amanda Gottlieb	0.10	Review interim compensation motion.
08/06/20	Laura Saal	0.90	Prepare interim compensation motion.
08/06/20	Laura Saal	1.20	Review and revise BRG, Nfluence retention applications re postpetition updates (.8); review and revise ordinary course professionals' motion re same (.4).
08/07/20	Molly T. Boyd	0.80	Review and revise Stretto retention application (.6); correspond with Stretto re same (.2).
08/07/20	Stephanie Cohen	0.50	Revise Nfluence retention application.
08/08/20	Amanda Gottlieb	1.50	Draft and revise interim compensation motion.
08/10/20	Stephanie Cohen	0.40	Revise Nfluence retention application (.3); correspond with Nfluence re same (.1).
08/10/20	Conor P. McNamara	0.80	Review, comment on ordinary course professionals motion.
08/10/20	Prentis Robinson	2.00	Prepare ordinary course professionals motion (1.3); review precedent re same (.7).
08/11/20	Stephanie Cohen	1.20	Telephone conference with C. McNamara re interim compensation, retention applications (.5); review, revise interim compensation motion (.5); revise Stretto application, correspond with Stretto re same (.2).
08/11/20	Jaimie Fedell	0.50	Correspond with multiple parties re ordinary course professionals process.
08/11/20	Amanda Gottlieb	2.20	Correspond with K&E team re interim compensation motion (.1); review and revisesame (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/20	Conor P. McNamara	2.30	Review, analyze ordinary course professionals motion (.5); review, analyze interim compensation motion (.5); conference with S. Cohen re same (.5); review, analyze S. Cohen comments re same (.8).
08/11/20	Prentis Robinson	2.20	Correspond with Deloitte re parties in interest list (.2); review, revise ordinary course professionals motion (1.2); correspond with C. McNamara re same (.4); telephone conference with Company and BRG re same (.4).
08/12/20	Stephanie Cohen	2.60	Prepare Deloitte retention application.
08/13/20	Stephanie Cohen	1.20	Revise Deloitte retention application.
08/17/20	Stephanie Cohen	0.50	Review precedent re Deloitte retention application (.2); revise Deloitte retention application re same (.2); correspond with Deloitte re same (.1).
08/18/20	Stephanie Cohen	0.80	Telephone conference with Nfluence re retention application (.5); correspond with J. Fedell, Kutak, Deloitte re retention matters (.3).
08/19/20	Stephanie Cohen	4.10	Review, revise BRG retention application (1.6); revise Deloitte retention application (.3); review, revise Katten retention application (.6); revise Stretto retention application (.4); revise Nfluence retention application, correspond with Nfluence re same (.7); revise interim compensation motion (.4); correspond with J. Fedell, Kutak re same (.1).
08/19/20	Jaimie Fedell	1.00	Review, revise professional retention applications.
08/19/20	Jaimie Fedell	1.80	Review, revise interim compensation motion (1.0); review, revise ordinary course professionals motion (.8).
08/20/20	Stephanie Cohen	1.20	Revise interim compensation, ordinary course professionals motions.
08/20/20	David L. Eaton	0.60	Telephone conferences with E. Kremer, B. Duffy, S. Serajeddini, J. Fedell re professional retention matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/20	Stephanie Cohen	0.70	Telephone conference with Nfluence re retention matters (.3); revise Nfluence retention application re same (.1); revise retention applications re global changes (.3).
08/21/20	David L. Eaton	0.20	Review, comment on Nfluence retention documents.
08/21/20	Jaimie Fedell	0.80	Review, revise BRG retention application (.5); telephone conference with BRG team re same (.3).
08/23/20	David L. Eaton	0.30	Review Nfluence retention documents.
08/23/20	Marshall P. Shaffer	1.70	Revise proposed amendment to Nfluence engagement letter.
08/24/20	Stephanie Cohen	1.90	Revise and prepare filing versions re retention applications, ordinary course professionals and interim compensation motion.
08/24/20	Jaimie Fedell	1.20	Review, revise filing proofs of retention applications.
08/24/20	Conor P. McNamara	0.70	Review, revise ordinary course professionals order (.4); correspond with K&E team re professional retentions (.3).
Total		42.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034137
Client Matter: 47030-26

In the Matter of SOFAs and Schedules

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 17,865.50

Total legal services rendered

\$ 17,865.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stefan Atkinson, P.C.	0.50	1,275.00	637.50
Jaimie Fedell	6.10	1,085.00	6,618.50
Conor P. McNamara	12.10	845.00	10,224.50
Prentis Robinson	0.40	740.00	296.00
Gary M. Vogt	0.20	445.00	89.00
TOTALS	19.30		\$ 17,865.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/20	Jaimie Fedell	1.50	Correspond with BRG team re schedules, SoFAs (1.2); research re same (.3).
08/16/20	Jaimie Fedell	0.40	Correspond with BRG team re SoFAs issues.
08/19/20	Conor P. McNamara	0.50	Research, analyze issues re schedules (.3); correspond with BRG team re same (.2).
08/20/20	Conor P. McNamara	0.80	Review, analyze issues re schedules (.6); correspond with BRG team re same (.2).
08/22/20	Conor P. McNamara	0.50	Research, analyze issues re schedules (.4); correspond with BRG team re same (.1).
08/24/20	Gary M. Vogt	0.20	Correspond with K. Love re case docketing, organization matters.
08/25/20	Stefan Atkinson, P.C.	0.50	Analyze litigation issues re asset sale.
08/25/20	Jaimie Fedell	1.50	Conference with K&E, BRG, Company re SoFAs.
08/26/20	Jaimie Fedell	1.30	Conference with K&E, Company team re review of schedules.
08/27/20	Conor P. McNamara	0.90	Research, analyze precedent re global notes to SOFA, SoAL.
08/28/20	Jaimie Fedell	1.40	Conference with K&E, BRG team re global notes.
08/28/20	Conor P. McNamara	7.50	Review, revise global notes (3.6); telephone conference with J. Fedell, BRG team re global notes and SOFA, SoAL (1.4); review, revise global notes re updates from same (2.5).
08/28/20	Prentis Robinson	0.40	Research re SoFAs and schedules.
08/30/20	Conor P. McNamara	1.90	Review, comment on SOFA, SoAL (1.0); correspond with K&E team, Stretto, BRG team re same (.5); coordinate filing of same (.4).
Total		19.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034136
Client Matter: 47030-27

In the Matter of Tax Issues

For legal services rendered through August 31, 2020
(see attached Description of Legal Services for detail)

\$ 18,818.50

Total legal services rendered

\$ 18,818.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike Beinus, P.C.	4.60	1,745.00	8,027.00
David L. Eaton	0.20	1,635.00	327.00
Jaimie Fedell	1.60	1,085.00	1,736.00
Meredith Levy	4.30	1,330.00	5,719.00
Conor P. McNamara	1.60	845.00	1,352.00
Amanda M. Milhet	1.50	1,105.00	1,657.50
TOTALS	13.80		\$ 18,818.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/20	Mike Beinus, P.C.	1.50	Research, analyze tax filing matters (1.1); correspond with K&E team re same (.4).
08/02/20	Meredith Levy	2.50	Review, analyze re tax disclosure, NOL motion.
08/10/20	Mike Beinus, P.C.	1.10	Telephone conference with Deloitte, M. Levy re sale (.5); review and analyze research re same (.6).
08/10/20	Meredith Levy	0.60	Prepare for and attend telephone conference with Deloitte, M. Beinus re sale.
08/10/20	Conor P. McNamara	0.50	Telephone conference with K&E team, Deloitte re status of filing and tax implications.
08/10/20	Amanda M. Milhet	0.70	Telephone conference with Deloitte, BRG and Company and K&E tax re asset sale status and tax modeling.
08/12/20	Mike Beinus, P.C.	0.60	Review, analyze asset purchase agreement (.4); correspond with K&E team re same (.2).
08/12/20	Amanda M. Milhet	0.30	Review and analyze bidder comments to purchase agreement (.2); draft tax-related comments (.1).
08/13/20	Meredith Levy	0.40	Review, revise asset purchase agreement re tax issues.
08/15/20	Meredith Levy	0.10	Review, revise asset purchase agreement re tax issues.
08/17/20	Meredith Levy	0.10	Review, analyze tax issues.
08/17/20	Amanda M. Milhet	0.50	Analyze asset sale bid terms (.3); correspond with Deloitte tax accounting team re same (.2).
08/19/20	Meredith Levy	0.10	Review, analyze escrow agreement re tax issues.
08/20/20	Mike Beinus, P.C.	0.50	Review, analyze escrow agreement (.4); correspond with K&E team re same (.1).
08/20/20	Meredith Levy	0.40	Review, analyze escrow agreement.
08/21/20	Mike Beinus, P.C.	0.40	Review, analyze NOL matter.
08/21/20	Meredith Levy	0.10	Review, analyze escrow agreement.
08/24/20	Mike Beinus, P.C.	0.50	Review, analyze transaction structure (.4); correspond with K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/20	David L. Eaton	0.20	Correspond with J. Fedell re Georgia tax matter.
08/28/20	Jaimie Fedell	1.60	Research re sales tax issues (1.3); correspond with Company team re same (.3).
08/31/20	Conor P. McNamara	1.10	Research, analyze issues re "trust fund" sales taxes (.9); correspond with J. Fedell re same (.2).
Total		13.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 19, 2020

Le Tote
3130 20th Street
San Francisco, CA 94110

Attn: Rakesh Tondon

Invoice Number: 1050034135
Client Matter: 47030-29

In the Matter of Expenses

For expenses incurred through August 31, 2020
(see attached Description of Expenses for detail)

\$ 4,362.16

Total expenses incurred

\$ 4,362.16

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	38.95
Standard Copies or Prints	536.48
Binding	3.50
Tabs/Indexes/Dividers	13.52
Color Copies or Prints	95.15
Outside Messenger Services	106.23
Computer Database Research	338.08
Westlaw Research	2,695.84
Overtime Meals - Attorney	113.44
Document Services Overtime	420.97
Total	\$ 4,362.16

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/31/20	Intrado Enterprise Collaboration Inc - Conferencing August 2020 - H. Geis	1.48
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.89
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference services	0.78
08/31/20	Intrado Enterprise Collaboration Inc - Monthly Teleconference	1.07
08/31/20	Intrado Enterprise Collaboration Inc - Monthly Teleconference	1.00
08/31/20	Intrado Enterprise Collaboration Inc - Monthly Teleconference	0.27
08/31/20	Intrado Enterprise Collaboration Inc - Monthly Teleconference	1.27
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference services for August 2020	2.06
08/31/20	Intrado Enterprise Collaboration Inc - McNamara 8/2020 TCfs	13.95
08/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	15.18
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference services	1.00
	Total	38.95

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/11/20	Standard Copies or Prints	0.16
08/24/20	Standard Copies or Prints	412.32
08/25/20	Standard Copies or Prints	114.08
08/25/20	Standard Copies or Prints	9.92
	Total	536.48

Binding

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/20	Binding	2.80
08/25/20	Binding	0.70
	Total	3.50

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/20	Tabs/Indexes/Dividers	10.01
08/25/20	Tabs/Indexes/Dividers	3.51
	Total	13.52

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/11/20	Color Copies or Prints	0.55
08/24/20	Color Copies or Prints	8.80
08/25/20	Color Copies or Prints	85.80
	Total	95.15

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/30/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to REDACTED ILLINOIS 08/25/2020	33.30
08/30/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to REDACTED ILLINOIS 08/25/2020	72.93
	Total	106.23

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/03/20	CHEMICAL ABSTRACTS SERVICE - STN Usage for 07/2020	28.08
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/13/2020	8.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/17/2020	20.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/31/2020	166.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/14/2020	29.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/15/2020	59.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/10/2020	20.00
08/07/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 7/15/2020	8.00
	Total	338.08

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/4/2020	69.52
08/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Worth, John on 8/4/2020	212.70
08/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/5/2020	139.04
08/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cheever, Kara on 8/5/2020	99.06
08/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/6/2020	304.34
08/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cheever, Kara on 8/6/2020	697.58
08/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Geis, Hannah on 8/6/2020	206.51
08/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cheever, Kara on 8/7/2020	110.48
08/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 8/15/2020	17.38
08/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/20/2020	34.76
08/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/23/2020	52.14
08/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 8/24/2020	104.28
08/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/24/2020	52.14
08/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 8/25/2020	17.38
08/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/25/2020	69.52
08/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 8/26/2020	52.14
08/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 8/26/2020	108.90
08/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/26/2020	261.07

08/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 8/28/2020	17.38
08/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fedell, Jaimie on 8/28/2020	69.52
	Total	2,695.84

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/02/20	Stephanie Cohen - Stephanie Cohen, Overtime Meals - Attorney, Chicago, IL Overtime meal Stephanie Cohen 08/02/2020	39.43
08/02/20	Stephanie Cohen - Stephanie Cohen, Overtime Meals - Attorney, Chicago, IL Overtime meal Stephanie Cohen 08/02/2020	32.13
08/09/20	GRUBHUB HOLDINGS INC - Samuel Zaretsky - 08/05/2020	41.88
	Total	113.44

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/07/20	Excel Format/Clean Up, Revise/Update MS Excel. - Patricia Yu	98.04
08/09/20	Excel Format/Clean Up, Revise/Update MS Excel. - Jessica Smith	77.40
08/12/20	Excel Format/Clean Up, Revise/Update MS Excel. - Hieu Tran	105.78
08/14/20	Word Format/Clean Up. - Bunmi Adeyeri	55.47
08/19/20	Create MS Excel, Review of Documents. - Gabrielle Ruggiero	21.07
08/20/20	Create Cross Referencing, Word Format/Clean Up. - Carol Walmsley	30.53
08/31/20	Excel to Word Convert Document, Revise/Update MS Word. - Linda Chen	32.68
	Total	420.97
TOTAL EXPENSES		\$ 4,362.16